

**ARTICLES OF INCORPORATION
OF
RIVIERA-WEST MUTUAL WATER COMPANY**

(Filed in the Office of Secretary of State of California on March 3, 1969)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California.

FIRST: The name of the Corporation is:
RIVIERA-WEST MUTUAL WATER COMPANY

SECOND: The Corporation's purposes are:

- (a) Primarily to develop, distribute, supply or deliver water for domestic and irrigation uses, or any one of such uses, to its shareholders at cost, or to the State or any agency or department thereof, or to any school district or to any other mutual water company at cost.
- (b) Generally to acquire, own, lease or develop water, water rights, water bearing lands, canals, ditches, and reservoirs; to construct, own, manage and operate wells, pumping plants, rights of way, ditches, flumes and pipelines for the production and distribution of water for domestic use and irrigation purposes and to acquire any property rights that may be advantageous for said purposes in connection with the real property within the various units of the subdivision known as "Riviera-West" located in Lake County, California;
- (c) To engage in any business related or unrelated to those described in clauses (a) and (b) of this ARTICLE SECOND and from time to time authorized or approved by the Board of Directors of this Corporation;
- (d) To act as principal, agent, joint venturer, partner or in any other capacity which may from time to time be authorized or approved by the board of Directors of the Corporation; and
- (e) To have and exercise any and all rights and powers now or hereafter granted to a corporation by law.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers specified in each clause of this SECOND ARTICLE shall, except as otherwise expressed, be in no way limited or restricted

by reference to or inference from the terms of any other clause or of any other provision contained in these Articles of Incorporation but shall be regarded as independent purposes and powers.

THIRD: The County in the State of California where the principal office for the transaction of business of the Corporation is the County of Lake.

FOURTH:

- (a) The number of directors of the corporation is three (3);
- (b) The names and addresses of the persons who are appointed to act as first directors are:
Edward De Felice, 2122-49th SW, Seattle, Washington;
Michael A. Cappe, 93 Marinita Avenue, San Rafael, California;
Harriett Kay, 1000 North Point, San Francisco, California.
- (c) The number of directors of this corporation may be changed either by amendment of the Articles of Incorporation of this corporation or by amendment of the By-laws of this corporation.

FIFTH: The total number of shares which the corporation is authorized to issue is 2,000 shares. The aggregate par value of said shares is \$2,000.00, and the par value of each share is \$1.00. No distinction shall exist between the shares of the corporation or the holders thereof.

SIXTH: The restrictions imposed upon or the rights granted to the respective shares, or the holders thereof, are as follows:

- (a) Ownership of shares in the corporation shall be limited to owners of real property within the various units of the subdivision known as "Riviera-West", located in Lake County, California;
- (b) The shares of the corporation shall be appurtenant to the real property located within said Riviera-West subdivision and shall be not transferable except with the conveyance of the real property for which each share is issued; and such conveyance shall effect the transfer of the share appurtenant to that particular real property to its transferee; and
- (c) A purchaser of any portion of the real property within said Riviera-West subdivision under an installment contract

shall also be deemed to be an owner for the purposes of these articles.

SEVENTH: The directors of the corporation are hereby granted the power and authority to levy and collect, from time to time, as in their discretion they may deem advisable, assessments upon all of the shares of stock of the corporation issued and outstanding. Such assessments shall be made in the manner provided in the By-laws.

IN WITNESS WHEREOF, the undersigned and above named individuals and first directors of this corporation have executed these Articles of Incorporation on December 20, 1968.

/s/ Edward De Felice

/s/ Michael A. Cappe

/s/ Harriett Kay

THE STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

On the 20th day of December, 1968, before me, a Notary Public for the State of California, with principal office in the County of San Francisco, personally appeared Edward De Felice, Michael A. Cappe and Harriett Kay, known to me to be the persons whose names are subscribed to and who executed the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written.

Jean M. Enders

My commission Expires November 15, 1972

(SEAL)