

**CERTIFICATE OF AMENDED AND**  
**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**of the**  
**CASCADEL MUTUAL WATER CO.**

~~[Dated July 10, 1995; Filed and endorsed on August 7, 1995]~~

~~Robert McKee and Roger Tucker~~ a California nonprofit mutual benefit corporation  
(Corporation No. 449947)

The undersigned certify that:

1. They are the duly elected president and the treasurer, respectively secretary of Cascadel Mutual Water Co., a California nonprofit mutual benefit corporation.

2.2. The Articles of Incorporation of this ~~non profit~~ corporation are amended and restated to read ~~in their entirety~~ as follows:

**FIRST:** The name of the corporation is CASCADEL MUTUAL WATER CO.

**SECOND:** The corporation is authorized to issue one class of memberships that are voting memberships and appurtenant to the underlying land in the corporation's service area for which each membership is issued, as specified more fully in the corporation's Bylaws.

**THIRD:** This corporation is a ~~non profit~~nonprofit mutual benefit corporation organized under the ~~Non profit~~Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity other than credit union business, for which a corporation may be organized under such law.

**FOURTH:** The service area of the corporation shall be the area of land described as Tract No. 119 and Tract No. 24 in the recorded books and records of Madera County, State of California, and as more particularly described in the legal description attached as **Exhibit A**.

**FIFTH: SECOND:** (a) The specific purpose for which this corporation is formed is:

In addition to any further powers set forth in the corporation's Bylaws, the corporation shall have the following purposes, powers, and authority:

(a) To furnish, supply and operate as a mutual water company within the meaning of Corporations Code section 14301 and to distribute water, supply, or deliver water for domestic and irrigation purposes at cost plus to the owners of its memberships in accordance with Corporations Code section 14300.

(b) To maintain and operate a water system, including all necessary expenses to and for and convenient watersheds, springs, wells, water courses, conduits, pipes and pipe lines, pumps and pumping machinery and equipment, tanks and tank sites, and all other means of storing, conserving, and distributing water, for the purpose of supplying its members for domestic, commercial and all other useful purposes in proportion to the membership(s) held by them, respectively, on with water, and to maintain and operate the same, for and upon the land located in the corporation's service area within Madera County, State of California, and as otherwise set forth in the corporation's Bylaws or as permitted under California law.

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(c) To buy, lease, or otherwise acquire real property more particularly described as Tract No. 119 and Tract No. 24, Madera County, State of California and/or personal property, and any rights therein, necessary and convenient for the corporation's stated purposes, and to sell, lease, or otherwise dispose of the same.

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(b) This Corporation shall also have the following purposes:

(1) To deliver water to the state or any agency or department thereof, or to any school district, or to any other mutual water company, at cost.

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(2) To acquire, purchase, or hold, sell, convey, lease, condemn, encumber by deed of trust, water rights, water works, easements, and real and personal property of every kind and description wheresoever situated, whether within or without the state of California.

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(3) To conduct, operate, and maintain buildings, artesian wells, pumping plants, conduits, tunnels, ditches, electrical transmission lines and pull lines.

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(4) To borrow money and issue bonds, debentures, notes, and evidence of indebtedness, and to secure the payment or performance of its obligations by mortgage, deed of trust, pledge or otherwise.

(5) To engage in, and to pay or contribute to, in whole or in part, the cost of conserving storm and other waters, whether acting alone or with others, and regardless of by whom or what agency the work shall be done, maintained or carried on; and to become a member of and/or contribute to the expenses and maintenance of any unincorporated association, cooperative corporation, or public corporation or agency, organized and existing for the purposes of conserving water.

(6) To levy and collect from the members water tolls and charges, a lien against the memberships

(d) To own, operate, and maintain facilities, improvements, and real property held for the common use and benefit of its members, including roads, easements, and areas reasonably necessary or convenient for the delivery of water to its members or the protection of the corporation's water facilities or its members' properties.

(e) To own, operate, maintain, and improve real property, vacant land, and community-use and recreational areas, improvements, and facilities serving the members and their households.

(f) To adopt and enforce reasonable rules and regulations governing member and occupant activities on served properties within the corporation's service area to the extent those activities materially affect the corporation's ability to furnish water service safely, efficiently, and equitably; provided that such activities are incidental and subordinate to the corporation's primary water-supply purpose, and they relate to: occupancy levels, transient or short-term rental use, or similar activities that substantially increase or fluctuate water demand, wastewater discharge, or other usage impacting the corporation's water system; access to meters, pipelines, or easements necessary for maintenance, reading, or emergency service; and protection of water quality, conservation, and system capacity consistent with applicable state and local law. Any rule or regulation adopted under this Article shall be reasonable, nondiscriminatory, and directly related to the protection or management of the corporation's water system and shall be adopted in accordance with procedures set forth in the corporation's Bylaws.

(g) Assume obligations, enter into contracts, including contracts of guarantee or suretyship, incur liabilities, borrow or lend money or otherwise use its credit, and secure any of its obligations, contracts, or liabilities by mortgage, pledge, or other encumbrance of all or any part of its property and income by means of mortgage, deed of trust, or other lawful means.

(h) Participate with others in any partnership, joint venture, or other association, transaction, or arrangement of any kind whether or not such participation involves sharing or delegation of control with or to others.

(i) To fix and collect rates and charges from its members for the operation and maintenance of the corporation's water system facilities and real property that the corporation is responsible for maintaining, or any of the services offered or furnished by this corporation, and to maintain adequate level of reserves for necessary maintenance, repair, and replacement of these same items, as specified more fully in the Bylaws.

(j) To levy upon and collect assessments from its members from time to time for the purpose of raising funds to meet all capital expenditures in connection with any of the corporation's services or extensions thereof, and any deficiency in the operating or maintenance cost of providing any such services, including, but not limited to, levying and collecting assessments from its members to pay for the costs of operating, maintaining, repairing, replacing, and improving real property, vacant land, and community-use and recreational areas, facilities, and improvements serving the members, and any other expenditures incurred or to be incurred in carrying out the purposes of this corporation, and to take all lawful means for the enforcement of such collections. Each assessment shall be a lien on the memberships and, to the extent allowed by law, upon the member's real property to which that member's membership is appurtenant, assessed from the time of its adoption until paid.

(k) To the extent allowed by law and as specified more fully in the Bylaws, to record notice of any lien against the real property of a member to collect any delinquent rate, charge, or assessment owed to the corporation by that member, and to withhold the transfer of any membership while subject to the lien of any unpaid tolls or charges.

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(7) To join, merge, consolidate or contract with the water system of a public utility water company regulated by the Public Utilities Commission, or any other mutual water company or water system of a municipality or other political subdivisions; provided that the provisions of the California Civil Code and Corporations Code and other laws relevant to possible liquidation, merger or consolidation of corporations be fully complied with.

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(l) (8) To accept grant funding from any public agency or entity or any private corporation or entity to be used in the operations and/or capital facilities of the corporation.

To enter into any obligations or contracts or to do any acts incidental to the transaction of its

(m) business or expedient for the attainment of the purposes of the corporation and to exercise any and all rights and powers which a mutual water company may now or hereafter exercise.

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~~FOURTH: Upon filing of the foregoing amendment and restatement of Articles of Incorporation, all 133~~**SEVENTH:** The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under the Nonprofit Mutual Benefit Corporation Law. The corporation is authorized to provide indemnification of agents, as authorized under Section 7237 of the Corporations Code.

**EIGHTH:** That the sole qualification for membership in this corporation shall be holding title to one of the parcels described in the corporation's Bylaws; provided, however, that such membership shall be transferred to the new title holder when the owner thereof is no longer the holder of the title to such parcel. That each member of this corporation shall have votes upon all matters that shall come before the members, in the proportion set forth in the corporation's Bylaws; provided that no member shall be permitted to vote at any meeting while in default in the payment of any rates, charges, or assessments levied for any purpose by this corporation (subject to applicable procedures to suspend such voting rights as set forth in the Bylaws); and each member of this corporation shall have such an interest in all of the property of this corporation, as is represented by the ratio of membership interests to which such member is entitled to the total possible number of membership interests that may be voted by all the members of the corporation; provided, however, that such interest is and shall be appurtenant to the land within the corporation's service area owned by each such member. The corporation shall have the power to admit new members who shall be entitled to vote and to share in the property of the corporation with the existing members, in accordance with the general rule above set forth and the corporation's Bylaws.

3. The foregoing amended and restated Articles of Incorporation have been duly approved by the corporation's Board of Directors.

4. The foregoing amended and restated Articles of Incorporation have been duly approved by vote of the outstanding shares of the corporation shall be converted to memberships, pursuant to Corporations Code Section 911(b), and all 17 unissued shares shall be cancelled pursuant to said Section 911(b). Each member shall be entitled to a certificate evidencing membership in the corporation and entitlement to water. The certificate shall be transferable only with the land for which it is issued and a conveyance of the land shall legalize a transfer of the certificate to the purchaser. The certificate shall be appurtenant to the land.

**FIFTH:** Authority is expressly conferred upon the corporation to levy assessments upon and against all the memberships of the corporation; and the board of directors shall have power, by majority vote of its members, to levy assessments upon all memberships of the corporation at such times and from such time to time and in such amounts as shall to them appear necessary or expedient; (provided the assessment levied at any particular time shall be for the same amount against each, as required by Corporations Code section 7813. The total number of issued and outstanding membership); and each assessment shall be a lien on the memberships assessed from the time of adoption of the resolution levying such assessment until paid, and each member shall be personally liable to the corporation for the amount of each assessment levied against the

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membership standing upon the books of the corporation in the name of such member at the time of the adoption of the resolution levying such assessment which amount may be recovered from the member by suit of personal action. In the event of non payment of any assessment, the corporation may, at its option, either (1) sell or forfeit the membership against which the assessment was levied in the manner now or hereafter provided by the bylaws or law of the State of California; or (2) by majority vote of the board of directors, collect the assessment by personal action and suit against the member personally liable therefor, or the corporation may elect to pursue any combination of the above said remedies, or any other remedy provided for by law.

**SIXTH:** The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

**SEVENTH:** The foregoing amendment and restatement of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 911(e) of the Corporations Code. Cascadel Mutual Water Company is a mutual water company within the meaning of Section 2705 of the Public Utilities Code and under the terms of the conversion each of the corporation entitled to vote is 130. The favorable vote of a simple majority of the outstanding share is converted to a membership in this nonprofit mutual benefit corporation. The aforementioned amendment to convert to a nonprofit mutual benefit corporation was approved by the outstanding shares (Corps. Code Sec. 152) of each class regardless of limitations or restrictions on the voting rights thereof. The total number of shareholders of the corporation is 133. memberships entitled to vote is required to approve these Restated Articles of Incorporation. The number of shareholdersmemberships voting in favor of the amendmentamended and restated Articles of Incorporation equaled or exceeded the vote required. The percentage vote required, and which was achieved, was a majority, or more than fifty percent (50%), vote.

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We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

*I Signed by Robert McKee* Dated: \_\_\_\_\_, 2025

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Stan Eggink, President

[Ken Trapp], Secretary

## EXHIBIT A

### SERVICE AREA OF CASCADEL MUTUAL WATER CO.

The corporation's service area shall consist of the following areas of land:

Cascadel Woods Subdivision No. 1 as recorded in Vol. 7 of Maps, page 37, Madera County Records;

Cascadel Woods Subdivision No. 2, Tract No. 24, as recorded in Vol. 7 of Maps, pages 76, and Madera County Records;

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Cascadel Woods Subdivision No. 4, Tract No. 119, as recorded in Vol. 9 of Maps, pages 146 to 150 inclusive, Madera County Records; and

Property adjacent to Cascadel Woods Subdivisions No.1, No. 2, and No. 4 which is described as follows:

The West half of the Southwest quarter of Section 15 and the South half of Section 16, all in Township 8, South, Range 23 East, MDB & M, according to official Government Township Plats thereof. EXCEPTING THEREFROM that portion lying within Cascadel woods Subdivisions No. 1, No. 2 and No. 4. FURTHER EXCEPTING THEREFROM that portion of Section 16 lying South of the Southerly boundary Cascadel Road as said Road is shown, on Map of Cascadel Woods No.4, said parcel being bounded on the Northerly and Easterly sides by said Cascadel Road, on the South by the South line of Section 16, Township 8 South, Range 23 East, and on the West by a line extending due South from the Southeast corner of Lot 39, Cascadel Woods No. 4, Tract No. 119 to the point of intersection of the South of Section 16.

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EXHIBIT A

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