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Secretary of State
State of California

A0772005

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JUN 29 2015

CERTIFICATE OF

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

FIRST MACE MEADOW WATER ASSOCIATION, INC.

Pursuant to the provisions of California Corporations Code sections 910 and 911, the undersigned officers of First Mace Meadow Water Association, Inc., a California corporation ("Corporation"), does hereby certify as follows:

A. The board of directors of the Corporation has approved the amended and restated articles of incorporation as set forth below.

B. The amended and restated articles of incorporation set forth below were approved by a resolution of the board of directors, and the number of directors voting in favor of the resolution equalled or exceeded the vote required, which was three-fourths of the members of the board of directors of the corporation, pursuant to California Corporations Code section 14301(a).

C. The amendment and restatement of the articles of incorporation as set forth below has been approved by the shareholders of the Corporation. The Corporation has one (1) class of shares, with four hundred and ninety-four (494) shares outstanding and entitled to vote with respect to the amendment and restatement, and the number of shares voting in favor of the amendment and restatement equaled or exceeded the vote required, which was a majority of the shares entitled to vote, pursuant to California Corporations Code sections 152, 902(a) and 911(f).

D. This certificate sets forth the text of the articles of incorporation of the Corporation as amended and restated in their entirety to this date as follows:

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

FIRST MACE MEADOW WATER ASSOCIATION, INC.

I

The name of this Corporation is First Mace Meadow Water Association, Inc.

II

A. This Corporation is a nonprofit mutual benefit corporation organized under the 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 such a corporation may be organized. Based on its specific purposes, this Corporation shall be known as a "mutual water company" pursuant to applicable law. This Corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 of Division 2.

B. The specific purposes of this Corporation are to develop, acquire, distribute, sell, supply and deliver water for irrigation, municipal, industrial and domestic uses to its members, at actual cost plus necessary expenses, and in order to carry out such purposes, the Corporation shall have the authority to perform, without limitation, the following actions:

(1) To appropriate, develop, purchase, lease, or otherwise acquire water or water rights for distribution, supply or delivery to its members, at actual cost plus necessary expenses;

(2) To purchase, lease, or otherwise acquire, operate, manage and control dam sites and reservoirs, sites and plants, systems, works, dams, reservoirs, aqueducts, canals, ditches, tunnels, flumes, mains, pipes, conduits, wells and other structures, and engines, pumps and other machinery, apparatus and appliances necessary, proper and convenient for producing, appropriating, purchasing, leasing from others and otherwise acquiring, treating, storing, supplying, collecting and conveying water at cost to the members of this Corporation;

(3) To construct plants, systems, works, dams, reservoirs, aqueducts, canals, ditches, tunnels, flumes, mains, pipes, conduits, wells and other structures, and engines, pumps and other machinery, apparatus and appliances necessary, proper or convenient for producing, appropriating, purchasing and otherwise acquiring, treating, storing and supplying water at cost to the members of this Corporation;

(4) To borrow money in connection with any of the foregoing purposes, with or without security therefor;

(5) To execute notes, bonds and other obligations for money borrowed, property purchased, and otherwise acquired by this Corporation, labor done and services performed for this Corporation, and for any other lawful object or purpose, and to secure the payment of the principal and interest of such notes, bonds and other obligations, by mortgage, pledge, deed of trust or otherwise, of any and all property, including rights, privileges and franchises acquired, or which may be acquired by this Corporation;

(6) To levy assessments upon its memberships whether or not fully paid;

(7) To transfer water or water rights to, or exchange water or water rights with, another person or entity pursuant to state and federal law, or both; and

(8) Generally to transact and carry on any other business and to exercise any other powers which may be necessary, proper or convenient to be carried on or exercised in connection with any of the foregoing purposes or incidental thereto.

III

A. The Corporation shall provide water utility services to all of its members and owners of its memberships and to such members' lessees, and only to such persons. If the lands described in Exhibit A contain lands owned or controlled by a homeowners association, the Corporation shall provide water to such common areas. In its discretion, the Board of Directors may adopt rules and regulations for the terms and conditions of providing water services to members.

B. The Corporation is authorized to issue one class of memberships, each voting memberships. The total number of memberships which the Corporation is authorized to issue is one thousand (1,000). The Corporation shall be prohibited from issuing fractional memberships. Each share of stock of the Corporation that is issued and outstanding as of the date of conversion of this Corporation to a nonprofit mutual benefit corporation shall be converted into one membership.

C. Members shall be limited to owners of legal parcels of land (each, a "Lot") within the Service Area of the Corporation, which is located in the County of Amador, State of California, and more particularly described in the attached Exhibit A. One membership shall be issued for each Lot.

D. Upon the initial issuance by the Corporation, each membership shall become appurtenant to a Lot of the above-described real properties and shall not be transferable except upon the conveyance of the particular Lot for which that membership is issued and to which that membership is appurtenant. Conveyance of a Lot shall effect the transfer of the membership appurtenant to that particular parcel to the transferee of the parcel. If, upon transfer of such Lot, the transferor shall refuse to convey or transfer the appurtenant membership to the transferee, the Corporation shall have the right to cancel the certificate of said transferor and issue a new certificate to said transferee, and said transferee shall thereupon become a legal owner of such membership, and be entitled to all rights of a member in the Corporation, all in the manner provided in the Bylaws.

E. Notwithstanding any provision herein, the Corporation may sell water to the state of California, or any department or agency thereof, or to any school district or any public agency, or to any other mutual water company, or pursuant to any water transfer or water exchange, or during any emergency resulting from fire or other disaster involving danger of public health or safety to any person at the same rates as to holders of memberships of the Corporation. In the event that a Lot to which any membership is appurtenant is owned or purchased by the state, or any department or agency thereof, or any school district or public agency, the membership shall be cancelled by the secretary, but shall be reissued to any person later acquiring title to the Lot from the state, department, agency or district.

F. The Board of Directors is authorized to establish rates or charges for water furnished hereunder and as provided in the Bylaws, including rates or charges that are structured to incentivize efficient use of water resources.

G. Each membership certificate issued by the Corporation shall note that: (1) the membership is appurtenant to the Lot for which it is issued; and (2) the membership is subject to

assessment, which may be enforced by any legal means, including but not limited to suspension of water service, forfeiture, or recording a notice of lien against any real property which is owned by the member within the Service Area, with no such remedy being exclusive.

IV

The Corporation shall not distribute any gains, profits or dividends to its members except upon the dissolution of the Corporation. In the event of dissolution of the Corporation, the Corporation's property and assets shall be distributed among the members based on their memberships in good standing, after paying or providing for the payment of all debts of the Corporation.

V


Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this Corporation.

IN WITNESS WHEREOF, the undersigned, who are the President and Secretary of this Corporation, have executed this Certificate of Amended and Restated Articles of Incorporation of First Mace Meadow Water Association, Inc. on June 28, 2015.

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.



Jeffrey Brown, President



David Corner, Secretary

A0772005

EXHIBIT A

LEGAL DESCRIPTION OF MEMBER LANDS

REAL PROPERTY IN THE UNINCORPORATED AREA OF THE COUNTY OF AMADOR,
STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

- Mace Meadows Subdivision, Unit 2
- Mace Meadows Subdivision, Unit 3
- Mace Meadows Subdivision, Unit 4
- Mace Meadows Subdivision, Unit 5
- Mace Meadows Subdivision, Unit 6
- Mace Meadows Subdivision, Unit 7
- Fairway Estates Subdivision, Unit 1

California Secretary of State's Office
Original Record in the custody of this
office. This is a true and correct copy of the
record as shown to you. Please do not
alter or destroy this record.



SECRET

STATE OF CALIFORNIA
DEPARTMENT OF THE TREASURY
OFFICE OF THE SECRETARY OF STATE

I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.



I hereby certify that the foregoing
transcript of 5 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

JUL 02 2015 *TPS*

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State