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ENDORSED
FILED
in the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION OF
DONNA SUE WATER COMPANY

JUL 17 1992

I.

MARCH FONG EU, Secretary of State

The name of this corporation is DONNA SUE WATER COMPANY.

II.

A. This corporation is a nonprofit mutual benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

B. The specific purpose of this corporation is to develop, distribute, supply and deliver water for domestic, municipal and irrigation uses or any one of such uses to its members at cost and to no one except its members, or to the State or any agency or department thereof, or to any school district, or to any other mutual water company at cost.

III.

The name and address in the State of California of this corporation's initial agent for service of process is:

Raymond S. Miller, 407 Jean St., Ridgecrest, California 93555

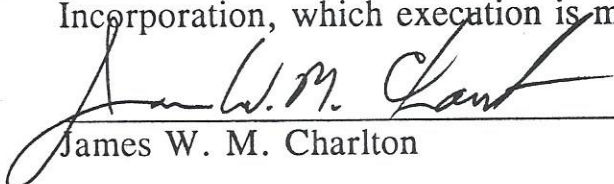
IV.

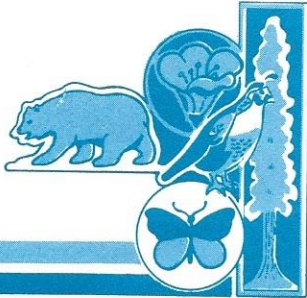
Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

DATED: JULY 15, 1992


James W. M. Charlton, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


James W. M. Charlton



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JUL 20 1992



March Fong Eu

Secretary of State