

10650226

State of California  
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



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

SEP 14 2006

BRUCE McPHERSON  
Secretary of State

A0650226

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**SEP 06 2006**

The undersigned certify that:

1. They are the President and Secretary respectively of Santa Cruz Mountains Summit West, Inc., a California non-profit mutual benefit corporation.
2. The Articles of Incorporation of this Corporation are amended and restated to read:

"Restated Articles of Incorporation  
of Santa Cruz Mountains Summit West, Inc.

I-Name

The name of this Corporation is: Santa Cruz Mountains Summit West, Inc.

II - Purpose

- A. This Corporation is a non-profit mutual benefit corporation organized under the Non-Profit 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 sell, distribute, supply and deliver water for domestic use to its Members at actual cost, plus, necessary expenses.
- C. Water shall be sold, distributed, supplied and delivered only to the Corporation's Members, except as otherwise permitted by California Corporations Code Section 14300.
- D. Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this Corporation.

III- Rates and Assessments

- A. This Corporation shall have the power to fix and collect from its

Members' rates, fees and charges for connection to, and the operation of its water system, and any other services offered or provided by the Corporation.

- B. This Corporation shall have the power to levy upon and collect assessments from its Members from time to time for the purpose of raising funds to meet all capital expenditures (including repayment of debt incurred or assumed) in connection with any of the services provided by this Corporation, or any extension of such services, any deficiency in the operating or maintenance of such services, and any other expenses incurred or to be incurred in carrying out the purposes of this Corporation, and shall take all lawful means for the enforcement and collection of such assessments.
- C. The Corporation's Board of Directors shall establish a rate, fee and charge structure which includes the accumulation and maintenance of a fund ("Repair and Maintenance Fund") for the repair and replacement of the Corporation's water system, which fund shall comply with applicable rules of the California Commissioner of Corporations.

#### IV - Members

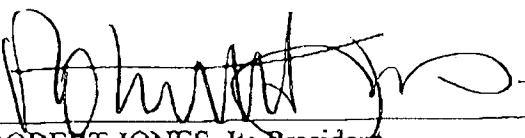
- A. The voting power and property rights and interests of the Members of this Corporation shall be unequal.
- B. All persons owning real property within the boundaries described in Exhibit A hereto shall be eligible to become Members of the Corporation. Only persons now holding, or who shall hereafter hold the legal title to a parcel of land lying within the boundaries described in Exhibit A hereto, identified by an assessors parcel number ("Parcel") and who pay such membership fee as this Corporation's Board of Directors shall from time to time establish (except that such membership fee need only be paid once as to any one Parcel) shall be Members and be entitled to a Certificate of Membership; provided, that such certificate of membership shall be automatically transferred by operation of law to any successor in title to such Parcel.
- C. Each Member of the Corporation shall be entitled to vote upon all matters that come before the Corporation in proportion to the number of Parcels owned by such Member to the total number of Parcels owned by all Corporation Members, with one vote for each

Parcel so owned; provided, however, that no Member shall be entitled to vote on any matter while in default in the payment of any rates or assessments levied by the Corporation. The Corporation may not issue fractional membership interests.

- D. Each Member of this Corporation shall have such interest in all of the property of the Corporation as is represented by the ratio of the number of votes to which such member is entitled to the total possible number of votes that may be voted by all Corporation Members.
- E. The interests of the members of this Corporation are and shall be, appurtenant to the Parcels located within the property described in Exhibit A hereto.
- F. In the event of dissolution of the Corporation, each Member, including former Members, shall receive his/her proportionate share of the Corporation's property and assets based upon patronage, insofar as it is practicable, after paying or providing for the payment of all debts of the Corporation."
3. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the required vote of the members.

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.

September 1st, 2006

By:   
ROBERT JONES, Its President

By:   
NANDA NANDKISHORE, Its Secretary

**EXHIBIT A**  
**To The**  
**Amended and Restated Articles of Incorporation**  
**of**  
**Santa Cruz Mountains Summit West, Inc.**

**Geographic Boundary Description**  
**of the Service Area of**  
**Santa Cruz Mountains Summit West, Inc.**

The "Point of Beginning" for this Written Geography Description begins at a point identified on RECORDED SURVEY VOLUME 55 PAGE 27 in the Santa Cruz County Surveyor's Office. This point is known as where Sections 29, 30, 31 & 32 converge in Township 9 South, Range 1 West M.D.B. & M.

From this "Point of Beginning" the boundary continues N 0 48'20"W 785.87'+/- The boundary changes in direction to S 89 59'03"E 527.54'. Thence N 30 17'12"W 592.59', N 04 28'34"W 241.08', N 89 58' 04"W 168.6' N 00 31'26"W 385.85', S 89 59'03"E 609.16', N 62 32'50"E 63.30', N 83 34'50"E 174.78', N 13 48'20"E 69.69', N 55 09'40"W 110.29', N 38 25'10"W 90.20', N 11 50'15"E 241.55', S 89 57'00"E 1092.0', N 0 31'26"E 250.0', S 89 59'03"W 1320 +/-, to the center line of Rudy Road; Thence following the center line of Rudy Road in a Northwesterly direction 349'+/-. Thence in an Easterly direction 452'+/- along the Southern parcel line of Assessor Parcel No.093-282-083.

Following the Eastern parcel line of Assessor Parcel No.093-282-083, the boundary continues 332'+/-. Then it follows the Northern parcel line of Assessor Parcel No.093-282-083 in a Northwesterly direction for 558.18' to a 3/4" iron pipe tagged LS 2765

The boundary continues from a 3/4" iron pipe tagged LS 2765, N 0 19'44"E 218.16', N 78 12'25"W 162.0, S 13 01'10"W 156.71', N 89 28'58"W 135.39', N 0 31'09"E 553.65'. Thence following the Northern parcel line of Assessor Parcel No.093-282-30, in a Westerly direction for 326.9'+/-. Thence N 0 14'46"E 1364.42', N 89 35'32"W 327.92', N 89 53'30"W 308'+/-. N 89 50'41"W 1314.72', to the West corner of Assessor Parcel No.093-272-001.

In a Northerly direction, along the Western parcel line of Assessor Parcel No.093-272-001, the boundary continues for 1295'+/-. then along the Southern boundary of Assessor

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Parcel No.093-272-028, 822'+/- and continues along the Eastern parcel line of the same assessor parcel, in a Northerly direction for 1311'+/-. Changing direction to the Northern parcel line, again of the same parcel (093-272-028) the boundary continues 822'+/- in a Westerly direction.

Continuing, N 0 03'15"W 987.55'+/-. N 89 29'45"W 922.37', N 0 0'0" 254.59', N 89 24'52"E 260.0', N 0 0'0" 75.0', N 89 34'52"E 662.07', N 0 03'15"W 661.64'+/-. to the Northwest corner of Assessor Parcel No. 096-351-040.

Thence following the Northern parcel line of Assessor Parcel No.096-351-040, in an Easterly direction 1320'+/-. thence N 0 19'03"E 661.61'+/-. .

Thence Westerly, along the Southern parcel lines of Assessor Parcels No's. 096-341-052 & 053, 670.5'+/- and Northerly direction along the Western parcel line of Assessor Parcel No.096-341-052, 1299.17'.

Again, the boundary continues along the Northern parcel lines of Assessor Parcels No's, 096-341-052, 053, 040 & 041 in an Easterly direction for 2000.0'+/-.

Thence the boundary continues S 0 6'54"E 1292', to the intersection of Sections 17, 18, 19, & 20 in Township 9 South, Range 1 West M.D.B & M.; Thence S 0 41'22"W 661.08', N 89 32'03"E 1355.28', N 01 08'37"E 250'+/-. , S 26 07'07"E 599.99', S 40 50'30"E 102.46', N 66 17'40"E 279.52', S 76 38'00"E 13.91' S48 12'00"W 47.13', S 0 07'00"E 99.0', S 44 41'00"W91.61', S 05 08'40"W 184.19, S 14 05'00"E 117.36', N 85 57'00"W 557.64', S 01 05'00"W 1280.66', S 86 26' 00"W 245.00', S 13 12'00"W 435.81', S 89 17'30"E 260.51', S 00 42'30"W 37.50', S 89 17'30"W 75.0', N 00 42'30"E 37.50', S 89 17'30"E 1344.66', S 01 91'00"E 1308.17', S 01 91'00"W 1308.17', S 89 27'47"E 1314.91', N 10 25'21"E 1308.12', DUE EAST 1364.22', S 27 35'00"E 1579.12', S 14 45'00"E 326.04', N 75 00'00"W 896.93', DUE SOUTH 1100.34', S 89 39'00"E 581.14', S 02 43'00"E 117.83', S 15 55'00"W 85.79', S 26 22'00"W 49.28', S 05 21'00"W 119.54' to the center line of GLENWOOD DRIVE.

Thence along the center line of GLENWOOD DRIVE in an Easterly and Southerly direction a curve to the right having a length of 144.11'and DELTA = 103 12'37" to a point of tangency. Thence S 04 51'00"W 91.87'; Thence on a curve to the left L = 99.89' R = 1700'; Thence S 01 29' 00"W 106.55'; Thence on a curve to the left L = 38.80' R = 100'; Thence on a curve to the right L = 104.76' R = 150'; Thence S 89 16'00"W 33.05'; Thence on a curve to the left L = 166.48' R = 100'; Thence S 76 07' 00"E 17.21'; Thence on a curve to the right L = 320.25' R = 175'; Thence S 28 44'00"W 18'+/- to its intersection with the Southern boundary of Lot 1 referenced to 4 PM 27, said parcel map is parts of Lot 1 Section 28 and Lot 6 Section 21.

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95. R1W, M.D.B. & M.; Thence leaving said point of intersection S 89 42'30"E along said Southern boundary 66.86' to the Easterly boundary line of GLENWOOD DRIVE also being the Northwesterly corner of Assessor Parcel No. 093-301-01; Thence continuing S 89 42'30"E along the Northerly line of said Assessor Parcel No. 093-301-01 435' to the Northeasterly corner of said Assessor Parcel No. 093-301-01;

Thence in a Southerly direction along the Easterly boundary line and Southerly projection thereof 143.03' to the center line of GLENWOOD DRIVE; Thence Westerly along said center line on a curve to the left L = 50'+/-, R = 200'; Thence S 59 52'00"W 90.63'; Thence on a curve to the right L = 64' R = 200'; Thence Southerly along the Northerly projection of the Easterly boundary line of Assessor Parcel No. 093-302-01 and along said Easterly boundary line of Assessor Parcel No. 093-302-01 140'+/- to the Southeast corner of Assessor Parcel No. 093-302-01; Thence along the Southerly and Westerly boundaries of said Assessor Parcel No. 093-302-01 the following distance 46.72', 78.2' and 120' to the intersection with the Southerly boundary line of GLENWOOD DRIVE; Thence N 11 01'00"E 50' to the center line of GLENWOOD DRIVE; Thence Westerly and Northerly along the center line of GLENWOOD DRIVE N 78 59'00"W 61.9'; Thence on a curve to the right L = 235.00' R 125' thence N 28 44'00"E 25.19'+/- to its intersection with the aforementioned

Southern boundary of Lot 1; Thence N 89 42'30"W along said Southern boundary of Lot 1 1373.18'; Thence S 11 00'00"W 873.75', S 09 54'15"W 455.13' S 89 57'00"W 608.93', S 00 46'30"W 699.04', S 00 46'30"W 602.23', N 89 40'53"W 54.60', S 00 46'30"W 520.13', S 01 15'37"E 379.64', S 00 09'47"E 530'+/-;

Thence Westerly along the South parcel line of Assessor Parcel No. 093-071-022 520.43'+/- to the center line of Mountain Charlie Road.

Thence following the center line of Mountain Charlie Road N 04 08'50"E 88.98', N 41 37'10"E 78.33', N 82 40'10"E 74.57', N 72 09'40"E 95.35', N 46 44'40"E 80.28', N 03 20'30"W 79.08', N 28 14'20"W 159.62', N 22 57'20"W 208.37', N 08 31'20"W 136.98', N 36 04'35"W 121.13'.

Departing from the center line of Mountain Charlie Road Dub West 844.41'; Thence S 02 51'09"W 836.94', S 00 19'09"E 1962.08', S 88 03'28"W 2648.33', N 00 22'34"W 777.9' which is the Point of Return to the "POINT of BEGINNING".

This is the END of the WRITTEN GEOGRAPHIC DESCRIPTION.

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