

11/29/85

Certified Copy
of Articles
of Incorporation
of The
North Fork Water
Company.

Filed in the Office of the
Secretary of State the 13th
day of January A. D. 1885

L. L. Thompson
Secretary of State.

By A. E. Thayer
Deputy

Record Book... 46 . . . 377

Articles of Incorporation
of the
North Fork Water Company.

Know all 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.

And we hereby certify
First, That the name of said Corporation is the North Fork Water Company.

Second. That the purposes for which it is formed are to acquire those certain ditches and water rights situate in the County of San Bernardino, State of California, and more particularly described as follows, to wit: Beginning in the mouth of the Santa Ana Cañon and extending thence in a westerly direction near the southern base of the foot hills on the south side of the San Bernardino Mountain range following the various meanderings of said ditch to the north east corner of Haven's land, to wit. The North West

corner of section thirty three (33)
township one north (1) of Range (3)
three West, San Bernardino base
and meridian and which said
ditch is known as The North
Fork Ditch of the Santa Ana
river, together with all water
flowing or entitled to flow in
said ditch with all such shares
or portion of the uninterrupted
flow of the Santa Ana river that
pertains or of right belongs to
said ditch or ditches, and all priv-
ileges, easements, rights of way, ap-
purtenuances thereto appertaining
or in anywise belonging, to main-
tain said water right or rights,
improve and keep in repair said
ditch or ditches and to regulate the
distribution of the water flowing
in said ditches and distribute
the same to the stockholders of
this corporation for irrigating
and domestic uses and to mort-
gage and dispose of said prop-
erty in accordance with the terms
and conditions of the deed of
trust by which the same

shall be acquired by this corporation, also to acquire, hold, improve, repair, mortgage and dispose of that certain other ditch and water right in said county known as the Crann and Van Leunen ditch and Water right and to regulate the distribution of the waters thereof for irrigation and domestic uses, subject however to all provisions herein contained; also to acquire by purchase, exchange, development, or otherwise such other water rights and water privileges in the County of San Bernardino aforesaid that may be determined by a resolution of the stockholders holding at least three fourths ($\frac{3}{4}$) of the Capital stock of this corporation adopted at any special meeting called for such purpose and that all increase of water that may be obtained in the manner last aforesaid, shall inure to the common benefit of all the stockholders in this corporation in the proportion that each of such

Stockholders number of shares bears to the whole number of shares of the Capital Stock of this Corporation; Also, to acquire, hold use and dispose of all personal property that may be necessary for the successful carrying out of the objects of this Corporation.

Third. That the place where its principal business is ^{to be} transacted shall be at the town of San Bernardino, County of San Bernardino, State of California.

Fourth. That the term for which it is to exist is five years from and after the date of its incorporation.

Fifth. That the number of its Directors, or Trustees shall be five and that the names and residences of those who are appointed to hold office for the first year or until their successors are elected in accordance with the by-laws hereafter to be adopted are

Names	Residences
George Miller	San Bernardino, Cal.
Seth Marshall	San Bernardino, Cal
G. W. Beattie	San Bernardino, Cal
L. C. Waite	Riverside, Cal

John Stone

Riverside, Cal

Sixth. That the amount of the Capital Stock of this Corporation shall be four hundred and Eighty Thousand Dollars (\$480,000) divided into four thousand and Eight Hundred (4800) shares of the par value of one hundred (\$100).

Seventh. That the Capital Stock of this Corporation shall be issued upon the following basis, and none other, to wit: in exchange for water, water rights and water privileges in the waters of the North Fork ditch and interests in said ditch in the proportion of twenty shares of said Capital Stock for each one horse water right of and in said water and said ditch; Provided, however, that should this Corporation ^{acquire} that certain ditch and water right connected with said North Fork ditch and water right known as the Crann and Van Leuven ditch in the same manner and

subject to the same conditions and limitations that it shall acquire and hold the said North Fork Ditch and Water rights; then in such case the Capital Stock of this Corporation may be increased according to law and such increase be issued in the same manner as the original Capital Stock to the owners of interests in last said Cram and Van Serven Ditch.

Eighth. That the waters of said North Fork Ditch shall be distributed for irrigation and domestic uses to the stockholders in said Corporation in the proportion of one hour of the full flow of the waters of said North Fork Ditch in its regular turn every ten days for each and every twenty shares of the said Capital Stock held by said stockholders provided however that the waters of said Cram and Van Serven Ditch shall be distributed in the same proportion and manner and subject to the same rules and regulations ap-

pertaining to said North Fork
Ditch, and provided the said
Cram and Van Sennew ditch
and the Waters thereof shall be
acquired by this Corporation as
aforesaid.

Ninth. That the amount of
said Capital Stock which has
been actually subscribed is
Three hundred and Eighty one
Thousand and five hundred
dollars (\$381,500⁰⁰), and the fol-
lowing are the names of the
persons by whom the same has
been subscribed

Names of subscribers	No. of Shares	Amount
L. C. Waite	80	8000. ⁰⁰
W. R. & J. S. Ingham	95	9500. ⁰⁰
H. M. Beero	520	52,000. ⁰⁰
J. W. Hamilton	40	4000. ⁰⁰
D. A. Goddington	100	10,000. ⁰⁰
S. R. Melse	240	24,000. ⁰⁰
J. Stone	960	96,000. ⁰⁰
W. H. Cheney <small>by Seth Marshall</small>	20	2,000. ⁰⁰
John Cheney <small>by Seth Marshall</small>	680	68,000. ⁰⁰
Mrs D. C. Randall	120	12,000. ⁰⁰
G. W. Beattie	160	16,000. ⁰⁰
N. Woolsey	40	4,000. ⁰⁰
B. B. Fessenden	80	8,000. ⁰⁰

George Miller	140	\$ 14000.00
W. O. La Prairie	60	6000.00
C. K. Mattison	10	1000.00
W. Clegg horn	80	8000.00
S. L. Grow	100	10000.00
W. H. Grow, S. L. Grow	40	4000.00
John W. Downs	40	4000.00
A. R. Greer	50.	5000.00
Leth Marshall	20	2000.00
Nelson Laycock	140	14000.00

Tenth, That said North Fork Ditch shall not be extended beyond the Western terminus thereof as herein before described, nor shall said terminus be changed nor lateral ditches built without the unanimous consent of all the holders of all the subscribed Capital Stock of said Corporation provided however that any Extension of said Main ditch may be made and lateral ditches built that may be necessary for the proper disposition of Waste Water by a resolution to that effect adopted at any Stockholder's Meeting by the

stockholder's holding at least three fourths of the Capital Stock of this Corporation and that such waste water ditches shall be used for the sole purpose of disposing of the waste water of this corporation.

Eleventh, That the bed and course of said North Fork ditch shall not be changed nor shall any improvements be made in or on said ditch or ditches other than for ordinary and usual repairs without the consent of three quarters of said stockholders, nor shall the method of distributing water from said ditch or ditches be changed without the consent of the stockholders holding at least three fourths of the Capital Stock of said Corporation expressed at a stockholder's meeting.

Twelfth That all water shall be delivered and distributed to those entitled to it at their respective points of diversion on and along the main ditches.

owned by this Corporation, and all gates along the Main ditches shall be constructed by the Corporation at the expense of the Stockholders using the same, and shall be thenceforth under the control of the Corporation.

Thirteenth, That all the provisions, conditions, and limitations herein contained so far as they may be applicable shall apply to that certain property hereinbefore designated as the Crane and Van Lenger Ditch and water right whenever the same shall be acquired by this Corporation and all other water rights and water privileges that may be required by this Corporation in accordance with article second hereof.

In Witness Whereof we have hereunto set our hands and seals this fifth day of January A. D. 1885

Seth Marshall & R. F. Cunningham
John W. Brown & Nelson Lajeck
T. S. Ingham & L. C. Waite

State of California }
County of San Bernardino } 22

on this 6th day of January
one thousand eight hundred
and eighty five before me
J. P. Hight, a Notary Public, in
and for said County, personally
appeared Seth Marshall, John
W. Downs, G. S. Ingham, L. C.
Walt, R. H. Cunningham and
Welson Laycock personally known
to me to be the persons whose
names are subscribed to the
within Instrument and each of
them acknowledged to me that
he executed the same.

In Witness whereof I have
hereunto set my hand, ^{and} affixed
my official seal the day and
year in this certificate first
above written.

(Seal)

J. P. Hight
Notary Public

Endorsed

Filed January 7th 1885

W. H. Holcomb, Clerk

By E. A. Bishop Deputy

State of California }
County of San Bernardino } ss

on this 6th day of January
one thousand eight hundred
and eighty five before me
J. P. Knight, a Notary Public, in
and for said County, personally
appeared Seth Marshall, John
W. Downs, G. S. Ingham, L. C.
Walt, R. H. Cunningham and
Nelson Laycock personally known
to me to be the persons whose
names are subscribed to the
within instrument and each of
them acknowledged to me that
he executed the same.

In Witness Whereof I have
hereunto set my hand, ^{and} affixed
my official Seal this day and

State of California, }
County of San Bernardino, } ss.

I hereby certify the foregoing to be a full, true and correct copy of the Articles of
Incorporation of The North Fork Water Co.
Filed in this office.

In Witness Whereof, I have hereunto set my hand and affixed my
official seal, this 9th day of January 1885

W. H. Holscomb Clerk.

By E. A. Kibbet Deputy Clerk.

my ever yours W. H. Holscomb

State of California,
COUNTY OF SAN BERNARDINO, } 85.

GEORGE L. HISSON, County Clerk, and ex-officio Clerk of the Superior Court
of said County, hereby certify the foregoing to be a full, true and correct

copy of the original Certificate of Increase
of Capital Stock of North Fork Water Co.
in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and

affixed my official Seal, this 7th

day of February 1885

Geo. L. Hisson, County Clerk

174651

14837

Certificate of
Increase of Capital
Stock of North Fork
Water Company
(Certified Copy)

13th

Feb. 13th 85.
W. H. Hurdwick
R. B. Davison

That L.C. Waite was the chairman of said meeting, and G.W. Beattie was the secretary thereof.

That the directors of said corporation consist of L.C. Waite, George Miller, W.H. Glass, R.F. Cunningham and Seth Marshall.

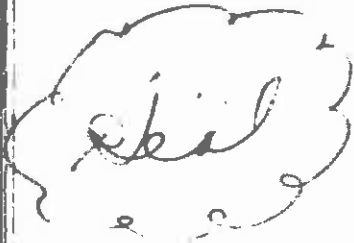
and we have hereunto set our hands this

State of California

County of San Bernardino ^{ss.}

On this 14th day of January in the year one thousand and eighty eight before me, J. W. Curtis
a Notary Public, in and for the said County of San Bernardino personally appeared L.C. Waite, G.W. Beattie, R.F. Cunningham, Seth Marshall and Geo. I personally known to me to be the same person I described in, and whose name I subscribed to the within instrument and they acknowledged to me that they the same.

In Witness Whereof, I have hereunto set my hand and my Official Seal, the day and this Certificate first above writt



J. W. Curtis
Notary P.

L. Adams
County Clerk

That L.C. Wait was the chairman of said meeting, and G.W. Bontie was the secretary thereof.

That the directors of said corporation consist of L.C. Wait, George Miller, W.H. Glass, R.F. Cunningham and Seth Marshall.

----- we have herewith set our hands this day of December, 1887.

L.C. Wait Chairman

G.W. Bontie Secretary
of said meeting.

R. F. Cunningham

Seth Marshall

Geo. Miller

Directors of said

U. S. N. Co.

Endorsed: Filed in the Office
of the County Clerk of San Benito
County February 7th 1888

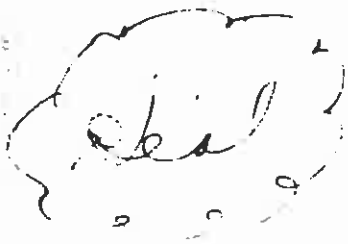
Geo. L. Adams
County Clerk

That L.C. Waiter the husband of said Mary Ann L.C.
Katherine and the said Mary Ann
That the children of said L.C. Waiter and said Mary Ann
George Miller, F.P. Miller, S.F. Miller, and Mrs. Lillian
Miller do hereby acknowledge that they are the children of
said L.C. Waiter and said Mary Ann and that they are the
same as those named in the said instrument.

State of California
County of San Bernardino^{55.}

On this 14th day of January in the year one thousand
hundred and eighty eight before me, J. N. Curtis
a Notary Public, in and for the said County of San Bernardino
personally appeared L. C. Waite, G. H. Beattie, G.
Cunningham, Seth Marshall and Geo. I
personally known to me to be the same person I described in, and whose name I
subscribed to the within instrument and they acknowledged to me that they
the same.

In Witness Whereof, I have hereunto set my hand and
my Official Seal, the day and
this Certificate first above writt



J. N. Curtis
Notary P

THE STATE OF CALIFORNIA, COUNTY OF SAN BERNARDINO, 1888. A. L. Bancroft & Co., Bookbinders and St

Geo. L. Adams
County Clerk

was personally served on each and every stockholder of said corporation residing in the State of California, at his place of residence, and published in the San Bernardino Weekly Index, a newspaper published in the County where the principal office and place of business of said corporation is situated, to wit, in the County of San Bernardino, once a week for nine successive weeks immediately prior to the day of meeting, to wit, December, 10th, 1887.

That in pursuance of the call of said directors made on the 1st day of October, 1887, as aforesaid a meeting of the stockholders of said corporation was held on the 10th day of December, 1887, at 8 o'clock P.M. at the office of Curtis, Otis & Connor, on Third Street in the City of San Bernardino, in the County of San Bernardino, State of California, for the purpose of increasing the capital stock of said corporation.

That the entire capital stock of said corporation was \$480,000 divided into 4800 shares of the par value of \$100 each.

That more than two thirds of the entire capital stock of said corporation, to wit, \$375,000 thereof was represented at said meeting.

That it was then and there at said meeting voted to increase the capital stock of said corporation from \$480,000 divided into 4800 shares of the par value of \$100 each to \$750,000, divided into 7500 shares of the par value of \$100 each.

That the vote in favor of the increase of said capital stock as aforesaid was unanimous, that is to say that all of said capital stock represented at said meeting, to wit, \$375,000 thereof, representing 3750 shares was cast in favor of the said increase, and no votes were cast against the said increase.

STATE OF CALIFORNIA.
COUNTY OF SAN BERNARDINO.)

We, J. C. Hatt, Chairman, and G. W. Reattie, Secretary of a meeting held on the 10th. day of December, 1887, for the purpose of increasing the capital stock of the North Fork Water Company, ~~with Marshall, Miller and W. H. Glass,~~ majority of the Directors of said corporation do hereby certify and make known: That on the 1st. day of October, 1887, a meeting to be held at 2 o'clock P.M. on the 10th. day of December, 1887, at the office of Curtis, Otis & Conner, in the City of San Bernardino, State of California, of the stockholders of said corporation was called by the directors of said corporation for the purpose of increasing the capital stock of said corporation from \$480000 to \$720000. That notice of said meeting of which the following is a copy:

Notice.

North Fork Water Company. Location of principal place of business, San Bernardino, California.

Notice is hereby given, that there will be a meeting of the Stockholders of the above named company at the office of Curtis, Otis & Conner, Third Street, City of San Bernardino, on the 10th. day of December, 1887, at 2 o'clock P.M. of that day for the purpose of increasing the capital stock of said company from the sum of \$480000 to the sum of \$720000, which said capital stock when so increased is to be divided into 7200 shares of the par value of \$100 each, and issued only in exchange for water rights and privileges in the Gram & Van Leaven ditch.

By order of the said board of Directors
G. W. Reattie, Sec'y.
San Bernardino, Cal. Oct. 1, 1887.

We, the undersigned, the president and secretary of the board of directors of the North Fork Water Company, a corporation organized under the laws of the State of California, and whose original articles of incorporation were and are filed in the office of the Secretary of State of San Bernardino County, in said State, do hereby certify that a full, true and correct copy of the articles of incorporation of said corporation, as amended, is

by the written assent of the stockholders representing more than two thirds of the subscribed capital stock of said corporation, and by a majority vote of the full board of directors of said corporation, said written assent of stockholders having been filed with the secretary of said corporation on the 14th day of March, 1900, and said vote of said board of directors having been duly given and made, after said filing of said written assent, at a meeting of said board of directors, duly and regularly held on the 14th day of March, 1900; the amendment of said original articles of incorporation, so made, consisting in the change of the number of directors from five to seven.

Witness our hands and the corporate seal of said corporation, hereto affixed, this 17th day of March 1900.

J. A. Leonard
Duly Certified
[Signature]
Secretary

State of California

SS.

County of San Bernardino

On this 17th day of March, 1900, before me, F. A. Leonard, Notary Public in and for said County of San Bernardino, State of California, personally appeared James Fleming and W. S. Brown, respectively known to me, and known to me to be, respectively, the president and secretary of the board of directors of the North Fork Water Company, a corporation, and who are described as such president and secretary in the annexed certificate, and whose names are subscribed thereto, and duly acknowledged to me that they executed said annexed certificate as such president and secretary.

Witness my hand and official seal.

J. A. Leonard
Notary Public in and for said County of San Bernardino.
10¢ D. H.
Stamp Duly Cancelled

Amended.
ARTICLES OF INCORPORATION
OF THE
NORTH FORK WATER COMPANY.

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.

AND WE HEREBY CERTIFY

FIRST: That the name of said Corporation is the North Fork Water Company.

Second: That the purposes for which it is formed are to acquire those certain ditches and water rights situated in the State of San Bernardino, State of California, and more particularly described as follows:

Beginning in the mouth of the Santa Ana Canal and extending thence in a westerly direction near the base of the foot hills on the south side of the San Bernardino mountain range following the various meanderings of said ditch to the north east corner of Havens Land, to wit: the North west corner of section thirty-three (33) township one north of range three (3) west San Bernardino Base and Meridian and which said ditch is known as the North Fork Ditch of the Santa Ana river, together with all water flowing or entitled to flow in said ditch with all such share or portion of the uninterrupted flow of the Santa Ana river that pertains or of right belongs to said ditch or ditches, and all privileges, easements, rights of way and appurtenances thereunto appertaining or in any wise belonging, to maintain said water right or rights, improve and keep in repair said ditch or ditches and to regulate the distribution of the water flowing in said ditches and distribute the

same to the stockholders of this Corporation for irrigat-
ing and domestic uses and to purchase and dispose of said
property in accordance with the terms and conditions of
the deed of trust by which the same shall be conveyed
by this Corporation, also to acquire, hold, improve, re-
pair, mortgage and dispose of that certain other ditch
and water right in said County known as the Gran and Van
Lauven Ditch and water right and to regulate the dis-
tribution of the waters thereof for irrigating and domes-
tic uses, subject however, to all provisions herein men-
tioned; also to acquire by purchase, exchange, develop-
ment, or otherwise such other water rights and water prop-
erties in the county of San Bernardino aforesaid that may
be determined by a resolution of the stockholders hereinafter
mentioned, three-fourths (3/4) of the capital stock of
this Corporation, adopted at any special meeting called
for such purpose, and that all increases of water that may
be obtained in the manner last aforesaid, shall inure to
the common benefit of all the stockholders in this corpora-
tion in the proportion that each of such stockholders
number of shares bears to the whole number of shares of
the capital stock of this Corporation; also to acquire,
hold, use and dispose of all personal property that may
be necessary for the successful carrying out of the ob-
jects of this Corporation.

THIRD: That the place where its principal business
is to be transacted shall be at the town of San Bernardino
County of San Bernardino, State of California.

FOURTH: That the term for which it is to exist is fifty
years from and after the date of its incorporation.

FIFTH: That the number of its directors or trustees
shall be seven and that the names and titles of those
who are appointed to hold office for the first year or
until their successors are elected in accordance with the
by laws hereafter to be adopted are

Names	Residence.
George Miller,	San Bernardino, California.
Seth Marshall,	San Bernardino, California.
C. W. Beattie,	San Bernardino, California.
L. C. Waite,	Riverside, California.
John Stone,	Riverside, California.

SIXTH: That the amount of the capital stock of this corporation shall be four hundred and eighty thousand dollars (\$480,000.00) divided into four thousand and eight hundred (4800) shares of the par value of one hundred dollars (\$100.00).

SEVENTH: That the capital stock of this Corporation shall be issued upon the following conditions and terms: to be issued in exchange for water, water rights and water right in the waters of the North Fork Ditch and water right in said ditch in the proportion of one share of said capital stock for each one hour water right of and in said water and said ditch, provided however, that should this Corporation acquire that certain ditch and water right connected with said North Fork Ditch and water right known as the Cram and Van Leaven Ditch in the same manner and subject to the same conditions and limitations that it shall acquire and hold the said North Fork Ditch and water rights, then in such case the capital stock of this Corporation may be increased according to law and such increase be issued in the same manner as the original capital stock to the owners of interests in said Cram and Van Leaven Ditch.

EIGHT: That the waters of said North Fork Ditch shall be distributed for irrigation and domestic uses to the stockholders in said Corporation in the proportion of one hour of the full flow of the waters of said North Fork Ditch in its regular turn every ten days for each and every twenty shares of the said capital stock held by

baid stockholders provided however, that the waters of said Canal and Van Leuven Ditch shall be distributed in the same proportion as before, and subject to the same rules and regulations as aforesaid, and subject to such Park Ditch and provided the said Canal and Van Leuven Ditch and the waters thereof shall be acquired by this Corporation as aforesaid.

NINTH: That the amount of said capital stock which has been actually subscribed in Three Hundred eighty thousand and five hundred dollars (\$381,500.00) and the following are the names of the persons by whom the same has been subscribed

Name of Subscriber	No. of Shares	Amount
W. H. Stone,	80	8000.00
J. S. Indian,	95	9500.00
H. B. Stone,	520	52000.00
J. H. Hamilton,	40	4000.00
D. A. Robinson,	100	10000.00
S. R. Hase,	240	24000.00
J. Stone,	960	96000.00
W. H. Cheney by S. Marshall,	20	2000.00
John Cheney by S. Marshall,	680	68000.00
Mrs. D. C. Randall,	120	12000.00
G. W. Beattie,	160	16000.00
N. Woolsey,	40	4000.00
B. B. Fessenden,	80	8000.00
George Miller	140	14000.00
W. S. LaPraix	60	6000.00
C. K. Mattison,	10	1000.00
M. Cleghorn,	80	8000.00
S. L. Crow,	100	10000.00
W. S. Crow by S. L. Crow	40	4000.00
John W. Downs,	40	4000.00
A. R. Green,	50	5000.00

Seth Marshall,	20	\$2000.00
Nelson Laycock,	140	14000.00

TENTH: That said North Fork Ditch shall not be extended beyond the western terminus thereof as hereinbefore described nor shall said terminus be changed nor lateral ditches built without the unanimous consent of all the holders of all the subscribed capital stock of said Corporation provided however that any extension of said main ditch may be made and lateral ditches built that may be necessary for the proper disposition of waste water by a resolution to that effect adopted at any stockholders meeting by the stockholders holding at least three fourths of the capital stock of this Corporation, and that such waste water ditches shall be used for the sole purpose of disposing of the waste water of said Corporation.

ELEVENTH: That the bed and course of said North Fork Ditch shall not be changed nor shall any improvements be made in or on said ditch or ditches other than for ordinary and usual repairs without the consent of three quarters of said stockholders. Nor shall the method of distributing water from said ditch or ditches be changed without the consent of the stockholders holding at least three fourths of the capital stock of said Corporation expressed at a stockholders meeting.

TWELFTH: That all water shall be delivered and distributed to those entitled to it at their respective points of diversion on and along the main ditches owned by this Corporation and all gates along the main ditches shall be constructed by the Corporation at the expense of the stockholders using the same and shall be thenceforth under the control of the Corporation.

THIRTEENTH: That all the provisions, conditions and limitations herein contained, so far as they may be applicable shall apply to that certain property hereinafter designated as follows: The Levee, Ditch and water right whenever the same shall be acquired by this Corporation and all other water rights and water privileges that may be acquired by this Corporation in accordance with article second hereof.

In witness whereof we have hereunto set our hands this fifth day of January A. D. 1885.

Seth Marshall,

R. F. Cunningham,

John W. Downs,

Nelson Laycock,

T. S. Ingham,

L. C. Waite.

State of California

County of San Bernardino

} SS.

On this 5th day of January one thousand eight hundred and eighty five before me, J. P. Night, a Notary Public in and for the County of San Bernardino, personally appeared Seth Marshall, John W. Downs, T. S. Ingham, L. C. Waite, R. F. Cunningham and Nelson Laycock personally known to me to be the same persons described in, whose names are subscribed to the within instrument, and each of them acknowledged to me that he executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal, the day and year in this Certificate first above written.

J. P. Night,

(Notarial Seal).

Notary Public.

Entered on Cover:

"This day Feb, 1885."

W. T. Holcomb, Clerk.

By E. A. Nicbot, Deputy Clerk.

WITNESSETH: That all the provisions, conditions and limitations herein contained, so far as they may be applicable shall apply to that certain property hereinbefore designated as the Green and Van Leuven Ditch and water right whenever the same shall be acquired by this Corporation and all other water rights and water privileges that may be acquired by this Corporation in accordance with article second hereof.

In witness whereof we have hereunto set our hands this fifth day of January A. D. 1885.

Seth Marshall,

R. F. Cunningham,

John W. Downs,

Nelson Laycock,

T. S. Ingham,

L. C. Waite.

State of California }
County of San Bernardino } SS.

On this 5th day of January one thousand eight hundred and eighty five before me, J. P. Hight, a Notary Public in and for the County of San Bernardino, personally appeared Seth Marshall, John W. Downs, T. S. Ingham, L. C. Waite, R. F. Cunningham and Nelson Laycock personally known to me to be the same persons described

STATE OF CALIFORNIA, }
COUNTY OF SAN BERNARDINO. } SS.

I, L. A. PFEIFFER, County Clerk and ex-officio Clerk of the Superior Court of said County, do hereby certify the foregoing to be a full, true and correct copy of the *Proposed Articles of Incorporation of the North Fork Water Company*

on file in my office, and that I have carefully compared said copy with the original.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, this _____ day

of _____ 1885



By *J. P. Hight*

CLERK.

DEPUTY CLERK.

14837

Recd

*Amended
Articles of Incorporation
of the
North Fork Water Co.*

FILED

SE

March

to Henry

Humb

Amended

FILED

MAR 1 1900

at L. A. March 1900

L. J. PFEIFFER, Clerk.

By *[Signature]* Secretary

LEONARD & [Signature]

POST OFFICE BOX

SAN BERNARDINO, CALIFORNIA.

Attorney for

1 We, the president and the secretary of the S.F.T.
2 FORK WATER COMPANY, a corporation, hereby certify as follows:

3 1. On the 10th day of April, 1915, there
4 was filed in the office of said corporation a written consent of
5 stockholders of said corporation, holding and representing more
6 than two-thirds of the entire capital stock of said corporation,
7 consenting to a change of the principal place of business of said
8 corporation from the City of San Bernardino, in the County of San
9 Bernardino, State of California, to the town of Highland, in said
10 County.

11 2. At a meeting of the board of directors of said cor-
12 poration, duly held on the 10th day of April, 1915, a
13 resolution of said board, for the purpose of effecting such change
14 of place of business, was duly adopted; and Exhibit A, hereto
15 annexed, is a full and true copy of said resolution, as so adopted,
16 and as the same appears of record in the minutes of said meeting.

17 3. On the 2nd day of June, 1915, there
18 was filed in the office of said corporation an affidavit, showing
19 the publication of notice of such change of place of business, as
20 directed in and by said resolution; and Exhibit B, hereto annexed,
21 is a full and true copy of said affidavit, as so filed, and as the
22 same now appears on file in said office.

23 4. By virtue of the acts and proceedings aforesaid,
24 the principal place of business of said corporation has been and is
25 changed from said City of San Bernardino to said town of Highland,
26 such change to take effect and be in force on and after the 10th
27 day of June, 1915.

28 Witness our hands, with the corporate seal of said
29 corporation hereto affixed, this 13th day of June, 1915.

30
31 Frank C. Cramer, President,
32
M. H. A.



1 RESOLUTION OF CHANGE OF PRINCIPAL PLACE OF BUSINESS OF
2 THE NORTH FORK WATER COMPANY.
3

4 WHEREAS there has been filed in the office of the
5 NORTH FORK WATER COMPANY, a Corporation, the written consent of
6 the holders of more than two-thirds of the capital stock of said
7 corporation, whereby consent is given to change the principal place
8 of business of said corporation from the City of San Bernardino,
9 County of San Bernardino, State of California, its present princi-
10 pal place of business, to the town of Highland in said County;

11 AND WHEREAS it appears to this Board of Directors
12 that it is desirable and for the best interests of said Corpora-
13 tion that such change be made;

14 ~~THESE~~ ~~FOR~~ ~~RESOLVED~~, Pursuant to said written con-
15 sent, that the principal place of business of said corporation be
16 and it is hereby changed from said City of San Bernardino to said
17 town of Highland, such change to take effect and be in force on
18 and after the first day of June, 1915.

19 RESOLVED further that notice of such change be pub-
20 lished once a week for three successive weeks, prior to said first
21 day of June, 1915, in the Highland Messenger
22 a newspaper published in said town of Highland, in said
23 County.
24
25
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32

Ex. "B"
(Copy)

AFFIDAVIT OF PUBLICATION OF NOTICE OF CHANGE OF PLACE OF BUSINESS.

State of California,)
Town of Highland,)
County of San Bernardino,)

W. D V Hull, of said town and county, being duly sworn states that he is editor and publisher of the Highland Messenger, a newspaper published weekly in said town and county, and has charge of all the advertisements in said newspaper and that the attached notice of which the following is a printer copy

NOTICE :

Notice is hereby given that the North Fork Water Company, a corporation, in pursuance of a resolution of its Board of Directors and the written consent thereto of the holders of more than two-thirds of its capital stock, has changed the principal place of business of said corporation from the City of San Bernardino, County of San Bernardino, State of California, its present place of business, to the town of Highland in said county, such change to take effect and be in force on and after the first day of June, 1915.

Dated this 10th day of April, 1915.

Fran. L. Cross, President.

W. S. Rogge, Secretary.

First publication April 16, 1915.

Last publication April 30, 1915.

Has been published once a week for three successive weeks in the above named newspaper, commencing sixteenth day of April, 1915 and ending on the thirtieth day of April, 1915, (both days inclusive) and further he says not.

Signed, (W. D. V. Hull Editor)

Subscribed and sworn to before me this day 1st day of June 1915.

(Seal)

(Signed J. Kunzmann)
Notary public, in and for the County
of San Bernardino, State of California.

14837

S E C O N D

AMENDED ARTICLES OF INCOR-
PORATION OF THE
NORTH FORK WATER COMPANY

FILED

In the office of the Secretary of State
OF THE STATE OF CALIFORNIA

MAY 7 - 1925

FRANK C. JORDAN

SECRETARY OF STATE

By _____

DEPUTY

[Handwritten signature]

JOURNAL
Page Number
17614 3/

LEONARD, SURR & HELLYER

ATTORNEYS AT LAW

ROOMS 8-12 OLD POST OFFICE BUILDING
SAN BERNARDINO, CALIFORNIA

S E C O N D
AMENDED ARTICLES OF INCORPORATION
OF THE
NORTH FORK WATER COMPANY.

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.

AND WE HEREBY CERTIFY

FIRST: That the name of said Corporation is the North Fork Water Company.

SECOND: That the purposes for which it is formed are to acquire those certain ditches and water rights situate in the County of San Bernardino, State of California, and more particularly described as follows to-wit:

Beginning in the mouth of the Santa Ana Canon and extending thence in a westerly direction near the southern base of the foot hills on the south side of the San Bernardino mountain range following the various meanderings of said ditch to the north east corner of Havens land, to-wit: the North west corner of section thirty-three (33) township one north of range three (3) west San Bernardino Base and Meridian and which said ditch is known as the North Fork Ditch of the Santa Ana river, together with all water flowing or entitled to flow in said ditch with all such share or portion of the uninterrupted flow of the Santa Ana river that pertains or of right belongs to said ditch or ditches, and all privileges, easements, rights of way and appurtenances thereunto appertaining or in any wise belonging, to maintain said water right or rights, improve and keep in repair said ditch or ditches and to regulate the distribution of the water flowing in said ditches and distribute the same to the stock-

holders of this Corporation for irrigating and domestic use and to mortgage and dispose of said property in accordance with the terms and conditions of the deed of trust by which the same shall be acquired by this Corporation, also to acquire, hold, improve, repair, mortgage and dispose of that certain other ditch and water right in said County known as the Cran and Van Leuven Ditch and water right and to regulate the distribution of the waters thereof for irrigating and domestic use, subject however, to all provisions herein contained; also to acquire by purchase, exchange, development, or otherwise, such other water rights and water privileges in the County of San Bernardino aforesaid, that may be determined by a resolution of the stockholders holding at least three fourths (3/4) of the capital stock of this Corporation, adopted at any special meeting called for such purpose, and that all increase of water that may be obtained in the manner last aforesaid, shall inure to the common benefit of all the stockholders in this Corporation in the proportion that each of such stockholders number of shares bears to the whole number of shares of the capital stock of this Corporation; also to acquire, hold, use and dispose of all personal property that may be necessary for the successful carrying out of the objects of this Corporation.

In addition to the foregoing stated purposes and powers in relation to the same, said corporation shall have power, acting by and through its Board of Directors, to acquire by purchase, drilling, lease, or other lawful manner, and to own, hold, operate, maintain, incumber by deed of trust, mortgage, lease, sell, and dispose of, water wells, one or more, suitable for augmenting its water supply, to-

gether with such lands, pumping plants, machinery, pipes, pipe lines, conduits, pole and power lines, rights of way, appliances and other property as its Board of Directors shall deem necessary or expedient to acquire or construct for use in connection with the operation and maintenance of said wells and the distribution of the waters obtained therefrom; but at all times, all of the waters owned by said corporation, and available for distribution, shall be furnished, supplied and distributed, at cost, to and for its stockholders only, in proportion to the number of shares of stock held by them respectively.

THIRD: That the place where its principal business is to be transacted is at the town of Highland, in the County of San Bernardino, State of California.

FOURTH: That the term for which it is to exist is fifty years from and after the date of its incorporation.

FIFTH: That the number of its directors or trustees shall be seven and that the names and residences of those who are appointed to hold office for the first year or until their successors are elected in accordance with the by laws hereafter to be adopted are:

NAMES	RESIDENCE.
George Miller,	San Bernardino, California.
Seth Marshall,	San Bernardino, California.
G. W. Beattie,	San Bernardino, California.
L. C. White,	Riverside, California.
John Stone,	Riverside, California.

SIXTH: That the amount of the capital stock of this corporation shall be Seven Hundred and Twenty Thousand (\$720,000.00) Dollars, divided into Seven Thousand and Two Hundred (7200) shares of the par value of one hundred Dollars each.

SEVENTH: That the capital stock of this Corporation shall be issued upon the following basis and none other,

to-wit: in exchange for water, water rights and water privileges in the waters of the North Fork Ditch and interests in said ditch in the proportion of twenty shares of said capital stock for each one hour water right of and in said water and said ditch, provided, however, that should this corporation acquire that certain ditch and water right connected with said North Fork Ditch and Water right known as the Cram and Van Leuven Ditch in the same manner and subject to the same conditions and limitations that it shall acquire and hold the said North Fork Ditch and water rights, then in such case the capital stock of this corporation may be increased according to law and such increase be issued in the same manner as the original capital stock to the owners of interests in the said Cram and Van Leuven Ditch.

EIGHT: That the waters of said North Fork Ditch shall be distributed for irrigation and domestic uses to the stockholders in said Corporation in the proportion of one hour of the full flow of the waters of said North Fork Ditch in its regular turn every ten days for each and every twenty shares of the said capital stock held by said stockholders provided however, that the waters of said Cram and Van Leuven Ditch shall be distributed in the same proportion and manner, and subject to the same rules and regulations appertaining to said North Fork Ditch and provided the said Cram and Van Leuven Ditch and the waters thereof shall be acquired by this Corporation as aforesaid.

NINTH: That the amount of said capital stock which has been actually subscribed in Three Hundred eighty one thousand and five hundred dollars (\$381,500.00) and the

Following are the names of the persons who for the same
 have been subscribed

<u>Names of Subscribers</u>	<u>no. of Shares</u>	<u>Amount</u>
L. C. Waite,	50	5000.00
M. A. & T. C. Ingram,	95	9500.00
H. W. Beers	520	52000.00
J. W. Hamilton,	40	4000.00
D. A. Coddington	100	10000.00
S. R. McGee	240	24000.00
J. Stone,	960	96000.00
W. H. Cheney by S. Marshall,	20	2000.00
John Cheney by S. Marshall,	680	68000.00
Mrs. D. C. Randall,	120	12000.00
G. W. Beattie,	160	16000.00
N. Woolsey,	40	4000.00
E. B. Fessenden,	80	8000.00
George Miller,	140	14000.00
W. S. LaPrade,	60	6000.00
C. K. Mattison,	10	1000.00
M. Cleghorn,	80	8000.00
S. L. Grow,	100	10000.00
W. F. Grow by S. L. Grow	40	4000.00
John W. Downs,	40	4000.00
A. R. Greer,	50	5000.00
Seth Marshall,	20	2000.00
Nelson Laycock,	140	14000.00

TENTH: That said North Fork Ditch shall not be
 extended beyond the western terminus thereof as herein be-
 fore described nor shall said terminus be changed nor lateral
 ditches built without the unanimous consent of all the holders
 of all the subscribed capital stock of said Corporation provided
 however that any extension of said main ditch may be made and
 lateral ditches built that may be necessary for the proper disposi-
 tion of waste water by a resolution to that effect adopted at any

stockholders meeting by the stockholders holding at least three fourths of the capital stock of the Corporation, and that such waste water ditches shall be used for the sole purpose of disposing of the waste water of this Corporation.

ELEVENTH: That the bed and course of said Marshall Fork Ditch shall not be changed nor shall any improvements be made in or on said ditch or ditches other than for ordinary and usual repairs without the consent of three quarters of said stockholders. Nor shall the method of distributing water from said ditch or ditches be changed without the consent of the stockholders holding at least three fourths of the capital stock of said Corporation expressed at a stockholders meeting.

TWELFTH: That all water shall be delivered and distributed to those entitled to it at their respective points of diversion on and along the main ditches owned by this Corporation and all gates along the main ditches shall be constructed by the Corporation at the expense of the stockholders using the same and shall be thenceforth under the control of the Corporation.

THIRTEENTH: That all the provisions, conditions and limitations herein contained, so far as they may be applicable shall apply to that certain property hereinbefore designated as the Cram and Van Leuven Ditch and water right whenever the same shall be acquired by this Corporation and all other water rights and water privileges that may be acquired by this Corporation in accordance with article second hereof.

In witness whereof we have hereunto set our hands this fifth day of January, A. D. 1885.

Ceth Marshall,
John W. Downs,
T. S. Ingham,

J. F. Cunningham
W. C. Waite,

State of California,)
County of San Bernardino.) SS

On this 6th day of January one thousand eight hundred and eighty five before me, J. P. Hight, a Notary Public in and for the County of San Bernardino, personally appeared Seth Marshall, John W. Downs, F. S. Ingham, L. C. Waite, R. F. Cunningham and Nelson Laycock personally known to me to be the same persons described in, whose names are subscribed to the within instrument, and each of them acknowledged to me that he executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal, the day and year in this Certificate first above written.

J. P. Hight,
Notary Public.

(Notarial Seal).

Endorsed on Cover:

"Filed Jany 7th, 1885.

W. F. Holcomb, Clerk.

By E. A. Niebet, Deputy Clerk.

CERTIFICATE OF AMENDMENT, SECRETARY AND PRESIDENT
OF THE BOARD OF DIRECTORS OF NORTH FORK
WATER COMPANY, A CORPORATION, THE AMEN-
DING THE AMENDING OF THE AMENDED
ARTICLES OF INCORPORATION
OF SAID CORPORATION.

We, the undersigned, Frank L. Cram, President
and W. S. Boggs, Secretary, of the North Fork Water Company,
a corporation, and Geo. Miller, Frank L. Cram, W. H. Cram, Thos.
Hooker, Jno. A. Reilly, J. W. Corwin and G. W. Beattie.

a majority of the Board of Directors of said corporation, said
seven last mentioned persons each being members of the Board
of Directors of said Corporation, do hereby certify as follows, to-
wit:

(1). That at all times herein mentioned, and on the
date hereof, the Board of Directors of said corporation has con-
sisted of only seven persons and the said Frank L. Cram is, and
at all times herein mentioned was, the President, and the said
W. S. Boggs is, and at all times herein mentioned was, the
Secretary of said corporation.

(2). That at a meeting of said Board of Directors,
duly and regularly convened and held in the office of said cor-
poration, at its principal place of business at the Town of
Highland, San Bernardino County, State of California, at three
O'clock P.M., on the 14th day of March, 1925, at which meeting
were present a majority of all members of said Board of Directors,
it was determined, by resolution of said Board, duly adopted, by
the unanimous vote of said Board, to amend the original amended
articles of incorporation of said corporation, then on file and
now on file in the office of the County Clerk of the County
San Bernardino, State of California, to amend the same
in the foregoing copy of the second amended articles of incorporation

corporation, of said NORTH FORK WATER COMPANY, and at said meeting of said Board, it was determined by resolution of said Board, duly adopted by the unanimous vote of all the members of said Board present, that the foregoing second amended articles of incorporation were duly approved and adopted at the meeting amended articles of incorporation of said North Fork Water Company.

(3). That immediately prior to the holding of said meeting of said Board of Directors there was held at the office of said corporation at its principal place of business in the said Town of Highland, at two o'clock P.M., on March 14th, 1925, a meeting of the stockholders of said corporation, which meeting was duly and regularly convened and at which meeting there were present, either in person or proxy, stockholders owning and holding a total of 6,192-12/14 shares of the capital stock of said corporation out of a total issued and subscribed stock of 7,200 shares, and at said meeting of said stockholders it was determined by resolution of said stockholders duly adopted by the unanimous vote of all of said stockholders present and represented at said meeting, to-wit: By a vote of 6,192-12/14 shares out of a total of 7,200 shares to amend the original amended articles of incorporation of said corporation then on file and now on file in the office of the County Clerk of said County of San Bernardino, as hereinbefore set forth in the foregoing copy of the second amended articles of incorporation of said corporation and said resolution was adopted at said stockholders meeting and said articles were amended as aforesaid, by the vote of the holders of at least two-thirds of the subscribed capital stock of said corporation.

(4). That the foregoing copy of the second amended articles of incorporation of said corporation is correct and is a true and correct copy of the articles of incorporation of said corporation as amended by said resolution of said Board of Directors and by said vote of the holders of more than two-thirds of the subscribed capital stock of said corporation.

IN WITNESS WHEREOF, we have hereunto respectively
set our hands and caused the corporate seal of said corporation
to be hereunto affixed on this 14th day of March, 1920.

Grant L. Crum
President.

Wm. B. Goff
Secretary.

Geo. Miller
Grant L. Crum
W. H. Crum
Thos. Hooker
Geo. A. Hill
W. B. Goff
H. H. Seattie

Directors of North
Herk Water Company and
constituting a majority
of the members of the Board
of Directors of said company.

NORTH FORK WATER COMPANY
(Place of business changed to COUNTY OF SAN BERNARDINO)
(Term of existence extended to PERPETUAL EXISTENCE)

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14837

FILED THIRD AMENDED ARTICLES OF INCORPORATION

in the office of the Secretary of State
OF THE STATE OF CALIFORNIA

OF

NOV 30 1931

NORTH FORK WATER COMPANY.

FRANK G. JORDAN
SECRETARY OF STATE

Frank G. Jordan
DEPUTY

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, and we hereby certify:

FIRST: That the name of said corporation is
NORTH FORK WATER COMPANY.

SECOND: That the purposes for which it is formed are:

To furnish, supply and distribute water at cost, to and for its stockholders, for domestic, irrigation and all other useful purposes, in proportion to the number of shares of such stock held by them respectively.

In carrying out said purposes, it shall have power, among other things:

(a) To acquire, purchase, own, hold, lease, condemn, encumber by deed of trust, mortgage or otherwise, lands, water, water rights, water-works, easements and real and personal property of every kind and description and wheresoever situate, whether within or without the State of California.

(b) To acquire, subscribe for, hold, own, pledge and otherwise dispose of and vote shares of stock, bonds, and securities of any other corporation, domestic or foreign.

(c) To construct, operate, and maintain buildings, artesian wells, pumping plants, conduits, tunnels, reser-

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SAN BERNARDINO, CALIFORNIA

1 voirs, pipelines, water systems and facilities.

2 (d) To borrow money and to issue bonds, debentures,
3 notes, and evidence of indebtedness, and to secure the pay-
4 ment or performance of its obligations by mortgage, deed of
5 trust, pledge or otherwise.

6 (e) To engage in, and to pay or contribute to, in
7 whole or part, the cost of conserving storm and other waters,
8 whether acting alone or with others, and regardless of by
9 whom or what agency the work shall be done, maintained or
10 carried on; and to become a member of and/or contribute to
11 the expenses and maintenance of any unincorporated associa-
12 tion, co-operative corporation, or public corporation or
13 agency, organized and existing for the purpose (in addition
14 to any others) of conserving waters.

15 (f) To define and prescribe by by-law, and in the
16 absence thereof, by the Board of Directors, and from time to
17 time change either or both of (a) the district within which
18 delivery of water will be made, and (b) the district within
19 which the water supplied by the corporation shall be used or
20 put to beneficial use; and also, to withhold delivery of
21 water from any shareholder because of use of water or
22 threatened use of water without such district.

23 (g) To become and be a member or shareholder of any
24 non-profit co-operative corporation, or of any unincorpor-
25 ated association or organization supplying to or procuring
26 for its members or shareholders water, electric power, or
27 any commodity, service or assistance required, desired or
28 used by the corporation in conducting its own business or

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SAN BERNARDINO, CALIFORNIA

1 affairs.

2 (h) To levy and collect from the shareholders
3 water tolls and charges, and to withhold delivery of water
4 while any such tolls or charges are delinquent; and to make
5 such tolls and charges a lien against the shares, and to
6 withhold transfer of any shares while subject to the lien
7 of any unpaid tolls or charges.

8 (i) To enter into any obligations or contracts
9 or to do any acts incidental to the transaction of its
10 business, or expedient for the attainment of the purposes
11 of the corporation.

12 All of the foregoing purposes and powers are sub-
13 ject to the express limitation and condition that the cor-
14 poration is not formed and does not exist with a view to
15 pecuniary gain or profit to its shareholders, nor does it
16 contemplate pecuniary gain or profit to its shareholders,
17 nor shall the corporation carry on the business of any pub-
18 lic utility, nor accumulate funds for the purpose of pecu-
19 niary profit; and at all times the corporation shall conduct
20 its business and operate its property as a non-profit co-
21 operative corporation for the exclusive use and benefit of
22 its shareholders and without any profit accruing to them
23 from the business of the corporation.

24 THIRD: The principal office for the transaction of
25 the business of the corporation is to be located in the
26 County of San Bernardino, State of California.

27 FOURTH: That the term for which said corporation
28 is to exist is unlimited, and said corporation shall have

perpetual existence unless and until dissolved in the manner
or as may be hereafter provided by law.

FIFTH: That the number of its directors or trustees
shall be seven and that the names and residences of those
who are appointed to hold office for the first year or until
their successors are elected in accordance with the by-laws
hereafter to be adopted are:

NAMES:	RESIDENCE:
George Miller	San Bernardino, California.
Seth Marshall	San Bernardino, California.
G. W. Beattie	San Bernardino, California.
L. C. Waite	Riverside, California.
John Stone	Riverside, California.

SIXTH: That the corporation is authorized to issue
shares of stock, which shall be of one class only, and the
total number of shares which may be issued is seventy-two
hundred (7200), and the aggregate par value of all shares
shall be and is seven hundred and twenty thousand dollars
(\$720,000.00), and the par value of each share shall be and
is one hundred dollars (\$100.00).

SEVENTH: That the amount of said capital stock
which has been actually subscribed, is three hundred eighty
one thousand and five hundred dollars (\$381,500.00) and the
following are the names of the persons by whom the same
has been subscribed:

NAMES OF SUBSCRIBERS	NO. OF SHARES	AMOUNT
L. C. Waite	20	\$2000.00
W. R. & T. S. Ingham	95	9500.00
H. M. Beers	510	52000.00

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ATTORNEYS AT LAW
SAN BERNARDINO, CALIFORNIA

1	J. W. Hamilton	40	4000.00
	D. A. Codrington	100	10000.00
2	S. H. McGee	240	24000.00
	J. Stone	960	96000.00
3	W.H.Cheney by S.Marshall	20	2000.00
	John Cheney by S.Marshall	680	68000.00
4	Mrs. D. C. Randall	120	12000.00
	G. W. Beattie	180	18000.00
5	N. Woolsey	40	4000.00
	B. B. Fessenden	80	8000.00
6	George Miller	140	14000.00
	W. S. LaPraix	60	6000.00
7	C. K. Mattison	10	1000.00
	M. Cleghorn	60	6000.00
8	S. L. Grow	100	10000.00
	W.F.Grow by S.L.Grow	40	4000.00
9	John W. Downs	40	4000.00
	A. R. Greer	50	5000.00
10	Seth Marshall	20	2000.00
	Nelson Layceck	140	14000.00

11 **EIGHTH:** Authority is expressly conferred upon the
12 corporation to levy assessments upon and against all of the
13 shares issued by the corporation; and the Board of Directors
14 shall have power, by majority vote of its members, to levy
15 assessments upon all the issued shares of the corporation,
16 at such time or times, and from time to time, and in such
17 amounts, as shall to them appear necessary or expedient;
18 (provided, the assessment levied at any particular time
19 shall be for the same amount against each share then issued
20 and outstanding); and each assessment shall be a lien upon
21 the shares assessed, from the time of the adoption of the
22 resolution levying such assessment until paid, and each
23 shareholder shall be personally liable to the corporation
24 for the amount of each assessment levied against the shares,
25 standing upon the books of the corporation in the name of
26 such shareholder at the time of the adoption of the resolution
27 levying such assessment, which amount shall be recovered
28 from the shareholder, by suit or personal action.

1 In event of non-payment of any assessment, the cor-
 2 poration may, at its option, either (a) sell and/or forfeit
 3 the shares against which the assessment was levied, in the
 4 manner now, or as may be hereafter provided by the laws of
 5 the State of California; or (b) by majority vote of its
 6 Board of Directors, collect the assessment by personal
 7 action and suit against the shareholder personally liable
 8 therefor.

9 IN WITNESS WHEREOF, we have hereunto set our hands
 10 this fifth day of January, A. D. 1885.

- 11 BETH MARSHALL
- 12 JOHN W. DOWNS
- 13 T. S. INGHAM
- 14 R. F. CUNNINGHAM
- 15 NELSON LAYCOCK
- 16 L. C. WAITE

SURR & HELLYER
 ATTORNEYS AT LAW
 SAN BERNARDINO, CALIFORNIA

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1 STATE OF CALIFORNIA,)
2 County of San Bernardino.) ss.

3 On this 6th day of January, one thousand eight
4 hundred and eighty five before me, J. P. Hight, a Notary
5 Public in and for the County of San Bernardino, personally
6 appeared Seth Marshall, John W. Downs, F. S. Ingham, L. C.
7 Waite, R. F. Cunningham and Nelson Laycock personally known
8 to me to be the same persons described in, whose names are
9 subscribed to the within instrument, and each of them
10 acknowledged to me that he executed the same.

11 IN WITNESS WHEREOF, I have hereunto set my hand
12 and affixed my official seal, the day and year in this Cer-
13 tificate first above written.

14 J. P. HIGHT,
15 Notary Public

16 (Notarial Seal)

SURR & HELLYER
ATTORNEYS AT LAW
SAN BERNARDINO, CALIFORNIA

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1 CERTIFICATE OF AMENDING ARTICLES OF INCORPORATION
2 OF
3 NORTH FORK WATER COMPANY.
4

5 We, the undersigned, being the President and Secre-
6 tary, respectively, of the hereinafter named corporation,
7 do hereby certify and declare:

8 1. That at and during all times herein mentioned:

9 (a) NORTH FORK WATER COMPANY, (hereinafter referred
10 to as "the corporation" or "said corporation")
11 was and is a corporation organized and existing
12 under the laws of the State of California, and
13 having its principal office for the transaction
14 of business in the County of San Bernardino,
15 California;

16 (b) Frank L. Gram was and is the President, and
17 W. S. Boggs was and is the Secretary of said
18 corporation;

19 (c) The authorized number of persons constituting
20 the Board of Directors of said corporation was
21 and is seven;

22 (d) The total number of issued and outstanding
23 shares of the corporation was and is 7,200,
24 all of which were and are of one class and of
25 equal voting power; and the holders of all of
26 said shares were and are entitled to vote on
27 amendments to the Articles of Incorporation
28 of said corporation.

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- 1 2. That a meeting of said Board of Directors was duly
2 and regularly held on October 1, 1951, at two
3 o'clock P.M. on said day, at the principal office
4 of said corporation in the Directors' Room of
5 First Bank of Highland, in the town of Highland,
6 San Bernardino County, California; and that all
7 the members of said Board of Directors attended at
8 said meeting, and participated in the proceedings
9 had thereat, and voted in favor of the adoption of
10 the resolution hereinafter referred to.
- 11 3. That at said meeting, there was adopted by affirma-
12 tive vote of seven directors, a resolution of which
13 a true copy is hereinafter set forth, except for
14 convenience of reference, that portion of said
15 resolution therein denominated as the "Third Amended
16 Articles of Incorporation" (by which term and also
17 the term "Amended Articles" it is herein referred
18 to) has been transposed, so as to precede this por-
19 tion of the Certificate, and so that the order of
20 arrangement of the parts of this Certificate is:
21 firstly, said copy of said Amended Articles, and
22 secondly, this portion bearing the signatures of
23 the President and Secretary; but regardless of the
24 order of arrangement, said copy of said Amended
25 Articles is intended to be, and in fact is, a part
26 of this Certificate as fully as though set forth
27 as the concluding part of said resolution. The
28 vote in favor of the adoption of said resolution

1 was as hereinbefore set forth.

2 Following is said copy of said resolution, to-wit:

3 "WHEREAS, it appears necessary or desirable to
4 amend the Articles of Incorporation of this corporation,
5 NORTH FOLK WATER COMPANY, by adding a new article or para-
6 graph (to be numbered "EIGHTH") relating to assessments
7 against the shares of stock, and authorizing the corpora-
8 tion and the Board of Directors to levy, collect and en-
9 force assessments, and also by revising or amending those
10 certain numbered Articles or paragraphs of the Articles
11 of Incorporation as now existing, as follows, to-wit:

- 12 (a) Article FIRST, relating to corporate name
13 to be amended by deleting the word "the"
14 from immediately before the name of the
15 corporation.
- 16 (b) Article SECOND, relating to purposes, to be
17 amended so as to change and add to the powers
18 and purposes and setting forth additional
19 powers;
- 20 (c) Article THIRD, relating to location of the
21 principal office, to be amended so as to
22 permit such office to be located in the
23 County of San Bernardino, California;
- 24 (d) Article FOURTH, relating to term of exist-
25 ence, to be amended so as to remove the
26 limitation upon said term, and provide for
27 and permit perpetual existence;
- 28 (e) Article SIXTH, relating to capital stock, to
29 be amended so as to expressly authorize the
30 issuance of shares, and to re-state the num-
31 ber of shares that may be issued and the
32 par value thereof;
- 33 (f) Articles SEVENTH, EIGHTH, TENTH, ELEVENTH,
34 TWELFTH and THIRTEENTH, as set forth in the
35 Second Amended Articles, to be repealed, and
36 the article numbered NINTH, as set forth in
37 the Second Amended Articles, relating to and
38 stating the amount of capital stock actually
39 subscribed, to be numbered "SEVENTH" in the
40 Third Amended Articles of Incorporation.

41 NOW THEREFORE BE IT, and IT IS HEREBY RESOLVED AND
42 ORDERED (subject to approval of the shareholders as pro-
43 vided by law) as follows:

44 FIRST: That the corporation have perpetual exist-

ence, and the limitation upon its term of existence as originally set forth in the Articles of Incorporation be and the same is hereby removed;

SECOND: That the Articles of Incorporation of this corporation as existing immediately prior to the amendments now provided for and ordered, (and which Articles when the amendments herein ordered and provided for shall be effective, shall be known and may be referred to as the "Third Amended Articles of Incorporation") shall be and the same are hereby amended to read, and the same shall read and provide as follows:

(For convenience of reference, said Amended Articles of Incorporation has been transposed to the front portion of the Certificate.)

4. That thereafter, shareholders of the corporation owning and holding, 5151.84 shares of the stock of the corporation, and being more than two-thirds of issued and outstanding shares of stock of the corporation, severally gave their approval by written consent to the resolution set forth above, and that each of said consents contained a copy of said resolution, and stated the fact of approval thereof, and each and all of the said consents have been and now are filed with the Secretary of the corporation, and the total number of shares represented by said consents filed with the Secretary was, and is 5151.84 shares, and that the persons so signing said consents were at the time of the adoption of said resolution, and at the time of signing, ever since have been, and now are the holders of at least two-thirds of the issued and outstanding shares of the corporation, and the holders of at

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SAN BERNARDINO, CALIFORNIA

1 least two-thirds of the voting power of said corporation
2 corporation both before and after the adoption of
3 said resolution, and that said resolution and the
4 adoption thereof was in all respects approved in
5 accordance with the provisions of Section 362a of
6 the Civil Code of the State of California.

7 5. That by reason of the proceedings aforesaid, the
8 Articles of Incorporation of said corporation have
9 been amended to read and provide, and the same do
10 now read and provide, as in said resolution and
11 herein set forth; and that the copy of said Amended
12 Articles, as in said resolution and herein set
13 forth, is a true and correct copy of the Articles
14 of Incorporation of said corporation, as amended
15 by said proceedings; and that the Amended Articles
16 of Incorporation of said corporation are in the
17 language, and are as set forth in said copy here-
18 inbefore set forth.

19
20 IN WITNESS WHEREOF, the undersigned, as such offi-
21 cers, have hereunto set their respective names, and said
22 Secretary has affixed the seal of said corporation, this
23 27th day of November, 1931.

24 NORTH FORK WATER COMPANY,

25 By Grant R. Cream
26 President.

27 And M. D. Duggan
28 Secretary.

President

Secretary

STATE OF CALIFORNIA,)
County of San Bernardino.) ss.

FRANK L. CRAM and W. S. BOGGS, being first severally
duly sworn, each for himself, deposes and says:

That Frank L. Cram is the President, and W. S. Boggs
is the Secretary of NORTH FORK WATER COMPANY, the corpora-
tion named in the foregoing Certificate; that he has read
said Certificate and knows the contents thereof, and that
the same is true of his own knowledge, and the signatures of
the President and Secretary to said Certificate are the
genuine signatures of said President and Secretary, respec-
tively.

Frank L. Cram

W. S. Boggs

Subscribed and sworn to before me
this 27th day of November, 1931.

Cicely M. Cleavinger

Notary Public in and for said
County and State.

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ATTORNEYS AT LAW
SAN BERNARDINO, CALIFORNIA

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GOODCELL & GOODCELL
ATTORNEYS AT LAW
RUFFEN BLOCK, 447 THIRD STREET
SAN BERNARDINO, CAL

TELEPHONE { BLACK 1871
HOME 318

HENRY GOODCELL
R. E. GOODCELL
NOTARY PUBLIC

San Bernardino, Cal., Aug. 29, 1907.

Mr. C. J. Cury, Sec. of State,
Sacramento, Cal.

Dear Sir:-

On behalf of the North Fork Water Company, we enclose an affidavit for placing that Company upon the exempt list as to payment of the corporation license tax.

Please advise us whether the showing made is sufficient, and whether the application for exemption is granted.

Yours truly,

Goodcell & Goodcell

12837

✓ 31/07 ans.
Ex. Emp. 11

State of California
Secretary of State



10-652737

FILED
In the office of the Secretary of State
of the State of California

JAN 19 2010

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64

STATEMENT OF INFORMATION

(Domestic Stock and Agricultural Cooperative Corporations)

FEES (Filing and Disclosure): \$25.00. If amendment, see instructions.

IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1 CORPORATE NAME (Please do not alter if name is preprinted)

S

C0014837
North Fork Water Company
3654 E. Highland Ave, Suite 18
Highland, CA 92346

DATE:

NO CHANGE STATEMENT (Not applicable if agent address of record is a P.O. Box address. See instructions.)

2. If there has been no change in any of the information contained in the last Statement of Information filed with the California Secretary of State, check the box and proceed to Item 16.

If there have been any changes to the information contained in the last Statement of Information filed with the California Secretary of State, or no statement has been previously filed, this form must be completed in its entirety.

COMPLETE ITEMS 3-5 FOR THE FOLLOWING (Do not abbreviate the name of the city. Items 3 and 4 cannot be P.O. Boxes.)

3. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE	CITY	STATE	ZIP CODE
3654 East Highland Avenue, Suite 18	Highland	CA	92346
4. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY	CITY	STATE	ZIP CODE
3654 East Highland Avenue, Suite 18	Highland	CA	92346
5. MAILING ADDRESS OF CORPORATION, IF DIFFERENT THAN ITEM 3	CITY	STATE	ZIP CODE

NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

6. CHIEF EXECUTIVE OFFICER/	ADDRESS	CITY	STATE	ZIP CODE
Robert E. Martin	3654 East Highland Avenue, Suite 18	Highland	CA	92346
7. SECRETARY/	ADDRESS	CITY	STATE	ZIP CODE
Justine Hendricksen	3654 East Highland Avenue, Suite 18	Highland	CA	92346
8. CHIEF FINANCIAL OFFICER/	ADDRESS	CITY	STATE	ZIP CODE
Brian W. Tompkins	3654 East Highland Avenue, Suite 18	Highland	CA	92346

NAMES AND COMPLETE ADDRESSES OF ALL DIRECTORS, INCLUDING DIRECTORS WHO ARE ALSO OFFICERS (The corporation must have at least one director. Attach additional pages, if necessary.)

9. NAME	ADDRESS	CITY	STATE	ZIP CODE
George E. "Skip" Wilson	3654 East Highland Avenue, Suite 18	Highland	CA	92346
10. NAME	ADDRESS	CITY	STATE	ZIP CODE
Matt LeVesque	3654 East Highland Avenue, Suite 18	Highland	CA	92346
11. NAME	ADDRESS	CITY	STATE	ZIP CODE
Kip Sturgeon	3654 East Highland Avenue, Suite 18	Highland	CA	92346

12. NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY: 2

AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and Item 14 must be completed with a California street address (a P.O. Box address is not acceptable). If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 14 must be left blank.)

13. NAME OF AGENT FOR SERVICE OF PROCESS

Robert E. Martin

14. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL	CITY	STATE	ZIP CODE
3654 East Highland Avenue, Suite 18	Highland	CA	92346

TYPE OF BUSINESS

15. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION
Diversion and delivery of surface water for consumptive use.

16. BY SUBMITTING THIS STATEMENT OF INFORMATION TO THE CALIFORNIA SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT

12/21/09 Robert E. Martin
DATE TYPEPRINT NAME OF PERSON COMPLETING FORM

Chief Executive Officer
TITLE SIGNATURE

42



3654 East Highland Avenue Suite 18, Highland, CA 92346
P.O. Box 3427, San Bernardino CA 92413

Serving Our Community for Over 50 Years

BOARD OF DIRECTORS

George E. "Skip" Wilson
President

Mari La Vesque
Vice President

Kip E. Sturgeon
Director

James Morgan
Director

Larry Malmberg
Director

Robert E. Martin
General Manager

Brian W. Tompkins
Chief Financial Officer

Ronald E. Buchwald
District Engineer

December 21, 2009

State of California
Secretary of State
Business Programs Division
P.O. Box 944230
Sacramento, CA 94244-2300

Subject: C0014837

Continuation of Names and Complete Addresses of All Directors

Ronald Arnott	3654 East Highland Avenue, Suite 18, Highland, CA 92346
Arnold Wright	3654 East Highland Avenue, Suite 18, Highland, CA 92346

2/2

11-654546



State of California Secretary of State

S

Statement of Information

(Domestic Stock and Agricultural Cooperative Corporations)

2

**FEEs (Filing and Disclosure): \$25.00. If amendment, see instructions.
IMPORTANT - READ INSTRUCTIONS BEFORE COMPLETING THIS FORM**

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

JAN 31 2011

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1. CORPORATE NAME
 North Fork Water Company
 3654 E. Highland Ave., Suite 18
 Highland, CA 92346

C 0014837

Due Date:

No Change Statement (Not applicable if agent address of record is a P.O. Box address. See instructions.)

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Complete Addresses for the Following (Do not abbreviate the name of the city. Items 3 and 4 cannot be P.O. Boxes.)

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5. MAILING ADDRESS OF CORPORATION, IF DIFFERENT THAN ITEM 3	CITY	STATE	ZIP CODE

Names and Complete Addresses of the Following Officers (The corporation must list these three officers. A comparable title for the specific officer may be added, however, the preprinted titles on this form must not be altered.)

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Brian W. Tompkins	3654 E. Highland Ave., Suite 18	Highland	CA	92346

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9. NAME	ADDRESS	CITY	STATE	ZIP CODE
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Agent for Service of Process (If the agent is an individual, the agent must reside in California and Item 14 must be completed with a California street address (a P.O. Box address is not acceptable). If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 14 must be left blank.)

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16. BY SUBMITTING THIS STATEMENT OF INFORMATION TO THE CALIFORNIA SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.

01/04/11 Robert E. Martin Chief Executive Officer
 DATE TYPE/PRINT NAME OF PERSON COMPLETING FORM TITLE SIGNATURE

1/2



January 4, 2011

State of California
Secretary of State
Business Programs Division
P.O. Box 944230
Sacramento, CA 94244-2300

Subject: C0014837

Continuation of Names and Complete Addresses of All Directors

Ronald Arnott	3654 East Highland Avenue, Suite 18, Highland, CA 92346
Arnold Wright	3654 East Highland Avenue, Suite 18, Highland, CA 92346