

**State of California**  
**Secretary of State**



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 39 page(s) was prepared by and in this office from the record on file, 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

APR 06 2009

A handwritten signature in black ink that reads "Debra Bowen".

DEBRA BOWEN  
Secretary of State

Best Copy Available

2098  
9.10  
Perry  
9.10

Department of State  
Corporation Number  
75552

Articles of Incorporation  
of the  
Sheep Creek Water Company.

Dated December 1913.

(Endorsed)

DEC 13 1913

CLARENCE M. STUBBS  
CLARENCE M. STUBBS

**FILED**

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

JAN 7 - 1914

FRANK C. JORDAN

Secretary of State

*Frank C. Jordan*  
Deputy

Exempt

Recorded in book  
310 at page 163

Best Copy Available

CURTIS & McNABB

ATTORNEYS-AT-LAW

Room 308-11 KATE BLOOM

SAN BERNARDINO, CAL.

10

05

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32

ARTICLES OF INCORPORATION

of the

SHEEP CREEK WATER COMPANY.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, a majority of whom are Citizens and residents of the State of California, 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 shall be the SHEEP CREEK WATER COMPANY.

Second. That the purposes for which it is formed are to acquire water, water rights, reservoirs, ditches, and other conduits for water, by appropriation, purchase or other means, for the purpose of supplying water for irrigation and domestic use to its stockholders; also to buy and sell real estate and personal property necessary for said purpose.

Third. That the place where the principal business of said Corporation is to be transacted is Victorville, in the County of San Bernardino, State of California.

Fourth. That the term for which said Corporation is to exist is fifty years, from and after the date of its Incorporation.

Fifth. That the number of Directors or Trustees of said Corporation shall be six and that the names of the Directors or trustees, who are appointed for the first year, and to serve until the election and qualification of such officers, are as follows, to-wit:

Names.	Whose residence is at	
Alfred E. Johnson	Victorville,	California.
Alexis Lemonton	Little Rock,	California.
Arthur Roux	Victorville,	California.
Henry A. Johnson	El Monte,	California.
Frank L. Johnson	San Gabriel,	California.
William P. Johnson	Victorville,	California.

(8)

1 Sixth. That the amount of the Capital Stock of said  
2 Corporation is Ten Thousand Dollars, and the number of Shares into  
3 which it is divided is One thousand of the par value of Ten  
4 Dollars, each.

5 Seventh. That the amount of said Capital Stock which has  
6 been actually subscribed is Sixty Dollars, and the following  
7 are the names of the persons by whom the same has been  
8 subscribed, to wit:

9	Name of subscribers.	No. of Shares	Amount.
10	Alfred E. Johnson	One	\$10.00
11	Alexis Lemonten	One	\$10.00
12	Arthur Roux	One	\$10.00
13	Henry A. Johnson	One	\$10.00
14	Frank L. Johnson	One	\$10.00
15	William P. Johnson	One	\$10.00

16 IN WITNESS WHEREOF, we have hereunto set our hands and  
17 seals, this 5th day of December, 1913.

18 Alfred E. Johnson  
 19 Alexis Lemonten  
 20 Arthur Roux  
 21 Henry A. Johnson  
 22 Frank L. Johnson  
 23 William P. Johnson

23 State of California,  
24 County of San Bernardino. (as

25 On this 5th day of December, 1913, before me John  
26 G. Turner, a Notary Public in and for the said county,  
27 residing therein duly commissioned and sworn, personal appeared  
28 Alfred E. Johnson, Alexis Lemonten, Arthur Roux and William P.  
29 Johnson, known to me to be the persons whose names subscribed  
30 to the within and foregoing instrument and they severally  
31  
32

(3)

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19

acknowledged to me that they each executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said county, the day and year in this certificate first above written.

(Notarial seal)

John C. Turner

Notary Public in and for the  
County of San Bernardino,  
State of California.

State of California,  
(as  
County of Los Angeles.

On this 8th day of December, 1913, before me \_\_\_\_\_  
Charles Seward a Notary Public in and for the said county,  
residing therein duly commissioned and sworn, personally appeared  
Henry A. Johnson, known to me to be the person whose name is  
subscribed to the within and foregoing instrument and acknowledged  
to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said county, the day and year in this certificate first above written.

(Notarial Seal)

Charles Seward

Notary Public in and for the  
County of Los Angeles,  
State of California.

State of California,  
(as  
County of San Bernardino.

On this 8th day of December, 1913, before me John C. Turner  
a Notary Public in and for said county, residing therein, duly  
commissioned and sworn, ~~existing~~ personally appeared FRANK L.  
JOHNSON, known to me to be the person whose name is subscribed to  
the within and foregoing instrument and acknowledged to me that  
he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said county, the day and year in this certificate first above written.

(Notarial seal)

John C. Turner

Notary Public in and for the  
County of San Bernardino,  
State of California.

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

I, CHARLES POST, 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

Articles of Incorporation of  
the Sheep Creek Water Co.

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 12<sup>th</sup> day of December 1913

Charles Post Clerk

By Clara Post  
Deputy Clerk

1 AMENDED ARTICLES OF INCORPORATION

2 OF

3 SHEEP CREEK WATER COMPANY

4 (1956)

5 KNOW ALL MEN BY THESE PRESENTS:

6 That we, the undersigned, citizens and residents of  
7 the State of California, have this day voluntarily associat-  
8 ed ourselves together for the purpose of forming a capital  
9 stock corporation under the laws of the State of California  
10 and pursuant to the provisions of Division 1 of Title 1  
11 of the Corporations Code of said State commonly known as  
12 The General Corporation Law; and

13 WE DO HEREBY CERTIFY that:

14 First: The name of said corporation shall be  
15 SHEEP CREEK WATER COMPANY.

16 Second: The specific business in which the corpora-  
17 tion proposes primarily and initially to engage is the  
18 service of water to its shareholders at cost.

19 Third: The general purposes of the corporation are to  
20 procure, furnish, supply and distribute water at cost to  
21 and for its stockholders only for domestic, irrigation, and  
22 all other useful purposes in proportion to the number of  
23 shares of stock held by them respectively.

24 In carrying out said purposes, the corporation shall  
25 have and may exercise and enjoy each and every power, priv-  
26 ilege, right and immunity now or hereafter authorized or  
27 permitted by law to a corporation organized and existing  
28 pursuant to the General Corporation Law of the State of

SURR & HELLVER  
ATTORNEYS AT LAW  
SAN BERNARDINO, CALIFORNIA

1 California, and all amendments thereto or substitutions  
2 therefor, or continuations thereof, and in particular may  
3 exercise each or any power provided for in, or authorized  
4 by Sections 801 and 802 of the Corporations Code of the  
5 State of California.

6 Without in any way limiting the foregoing powers,  
7 the corporation shall among others, have the following  
8 particular powers:

9 (a) To define and prescribe by By-Law and in the  
10 absence thereof, by the Board of Directors, and from time  
11 to time change either or both of (1) the district within  
12 which delivery of water will be made; and (2) the district  
13 within which the water supply by the corporation shall be  
14 used or put to beneficial use, and also to withhold delivery  
15 of water from any shareholder because of use of water or  
16 threatened use of water without such district;

17 (b) To levy and collect from the shareholders water  
18 service charges (which as to each class of service shall  
19 operate uniformly) and to withhold delivery of water while  
20 any such charges are delinquent; and to make such charges  
21 a lien against the shares and to withhold transfer of any  
22 shares while subject to the lien of any unpaid charges;

23 (c) To adopt, repeal, modify, from time to time  
24 change, and enforce, by and through its Board of Directors  
25 all as may be provided in the By-Laws all rules and regula-  
26 tions which the Board of Directors may deem advisable for  
27 carrying out any and all of the foregoing purposes and  
28 powers, including the right to provide and determine when,



SUNN & HELLYER  
ATTORNEYS AT LAW  
SAN BERNARDINO, CALIFORNIA

1 where and in what manner delivery of water is to be made  
2 and the amount thereof and for waiver of the right to have  
3 delivery made and also the right to provide for and enforce  
4 the imposition of penalties for violation of such rules and  
5 regulations, as well as to discontinue the delivery of water  
6 for such violations or for failure to pay any charges, tolls,  
7 or assessments.

8 All of the foregoing purposes and powers are subject  
9 to the express limitation and condition that the corporation  
10 shall not carry on the business of any public utility.

11 Fourth: The principal office for the transaction  
12 of the business of the corporation is to be located in the  
13 County of San Bernardino, State of California.

14 Fifth: The number of directors of said corporation  
15 shall be five (5); provided that said number may be changed  
16 from time to time by amendment of the Articles of said  
17 corporation, or by a by-law duly adopted by the shareholders  
18 of said corporation.

19 Sixth: The names and addresses of the persons who  
20 are appointed to serve as the first directors are:

21	<u>NAMES OF DIRECTORS</u>	<u>ADDRESSES</u>
22	ALFRED E. JOHNSON	Victorville, California
23	ALEXIS LEMONTON	Little Rock, California
24	ARTHUR ROUX	Victorville, California
25	HENRY A. JOHNSON	El Monte, California
26	FRANK L. JOHNSON	San Gabriel, California
27	WILLIAM P. JOHNSON	Victorville, California
28		

1           Seventh: The amount of capital stock which  
2 has been actually subscribed is \$60.00, and the following  
3 are the names of the persons by whom the same has been  
4 subscribed, to-wit:

5	<u>NAME OF SUBSCRIBER</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
6	ALFRED E. JOHNSON	1	\$10.00
7	ALEXIS LEMONTON	1	10.00
8	ARTHUR ROUX	1	10.00
9	HENRY A. JOHNSON	1	10.00
10	FRANK L. JOHNSON	1	10.00
11	WILLIAM P. JOHNSON	1	10.00

12           Eighth: The corporation is authorized to issue  
13 shares of stock which shall be of one class only. The  
14 total number of shares which may be issued is one thousand  
15 (1,000), each of which is and shall be of the par value  
16 of \$10.00 and the aggregate par value of all shares of  
17 the corporation shall be \$10,000.00.

18           Ninth: Authority is expressly conferred upon the  
19 corporation to levy assessments upon and against all of the  
20 shares issued by the corporation; and the Board of Directors  
21 shall have power by majority vote of its members to levy  
22 assessments upon all the issued shares of the corporation  
23 at such time or times and from time to time and in such  
24 amounts as shall to them appear necessary or expedient;  
25 provided, the assessment levied at any particular time shall  
26 be for the same amount against each share then issued and  
27 outstanding, and each assessment shall be a lien upon the  
28 shares assessed from the time of the adoption of the resolu-

**SURR & HELLYER**  
ATTORNEYS AT LAW  
SAN FRANCISCO, CALIFORNIA

SURR & HELLYER  
ATTORNEYS AT LAW  
SAN FRANCISCO, CALIFORNIA

1 tion levying such assessment until paid or until their sale  
2 or forfeitures.

3 In the event of nonpayment of any assessment, the  
4 corporation may sell or forfeit the shares against which  
5 the assessment was levied in the manner now or as may here-  
6 after be provided by the laws of the State of California.

7 Notwithstanding any other provision in these  
8 Articles, it is intended to organize and incorporate as a  
9 capital stock corporation under and pursuant to the pro-  
10 visions of The General Corporation Law of said State and  
11 said corporation is not organized as a membership corpora-  
12 tion under The Non-profit Corporation Law of said State  
13 and shall have no power to issue certificates of membership  
14 or to admit members but this corporation shall operate  
15 on a non-profit basis.

16 Tenth: The term for which said corporation is to  
17 exist is unlimited and said corporation shall have perpetual  
18 existence unless and until dissolved in the manner now or  
19 hereafter provided by law.

20 IN WITNESS WHEREOF, we have hereunto set our hands  
21 and seals this 5th day of December, 1913.

22 ALFRED E. JOHNSON

23 ALEXIS LEMONTON

24 ARTHUR ROUX

25 HENRY A. JOHNSON

26 FRANK L. JOHNSON

27 WILLIAM P. JOHNSON  
28

BURR & HELLYER  
ATTORNEYS AT LAW  
SAN BERNARDINO, CALIFORNIA

1 STATE OF CALIFORNIA }  
2 COUNTY OF SAN BERNARDINO } ss

3 On this 5th day of December, 1913, before me,  
4 JOHN C. TURNER, a Notary Public in and for said County,  
5 residing therein, duly commissioned and sworn, personally  
6 appeared ALFRED E. JOHNSON, ALEXIS LEMONTON, ARTHUR ROUX  
7 and WILLIAM P. JOHNSON, known to me to be the persons whose  
8 names are subscribed to the within and foregoing instrument,  
9 and they severally acknowledged to me that they each  
10 executed the same.

11 IN WITNESS WHEREOF, I have hereunto set my hand and  
12 affixed my official seal, at my office in said County, the  
13 day and year in this certificate first above written.

14 JOHN C. TURNER  
15 Notary Public in and for  
16 the County of San Bernardino,  
State of California.

17 STATE OF CALIFORNIA }  
18 COUNTY OF LOS ANGELES } ss.

19 On this 8th day of December, 1913, before me,  
20 CHARLES SOWARD, a Notary Public in and for said County,  
21 residing therein, duly commissioned and sworn, personally  
22 appeared HENRY A. JOHNSON, known to me to be the person  
23 whose name is subscribed to the within and foregoing  
24 instrument, and acknowledged to me that he executed the  
25 same.

26 IN WITNESS WHEREOF, I have hereunto set my hand and  
27 affixed my official seal, at my office in said County, the  
28 day and year in this certificate first above written.

SURR & HELLYER  
ATTORNEYS AT LAW  
SAN BERNARDINO, CALIFORNIA

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

CHARLES SOWARD  
Notary Public in and for the  
County of Los Angeles,  
State of California.

STATE OF CALIFORNIA }  
COUNTY OF SAN BERNARDINO } ss.

On this 5th day of December, 1913, before me, JOHN C. TURNER, a Notary Public in and for said County, residing therein duly commissioned and sworn, personally appeared FRANK L. JOHNSON, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in said County, the day and year in this certificate first above written.

JOHN C. TURNER  
Notary Public in and for the  
County of San Bernardino,  
State of California. 89

1 AMENDED ARTICLES OF INCORPORATION

2 OF

3 SHEEP CREEK WATER COMPANY

4 (1956)

5 KNOW ALL MEN BY THESE PRESENTS:

6 That we, the undersigned, citizens and residents of  
7 the State of California, have this day voluntarily associat-  
8 ed ourselves together for the purpose of forming a capital  
9 stock corporation under the laws of the State of California  
10 and pursuant to the provisions of Division 1 of Title 1  
11 of the Corporations Code of said State commonly known as  
12 The General Corporation Law; and

13 WE DO HEREBY CERTIFY that:

14 First: The name of said corporation shall be  
15 SHEEP CREEK WATER COMPANY.

16 Second: The specific business in which the corpora-  
17 tion proposes primarily and initially to engage is the  
18 service of water to its shareholders at cost.

19 Third: The general purposes of the corporation are to  
20 procure, furnish, supply and distribute water at cost to  
21 and for its stockholders only for domestic, irrigation, and  
22 all other useful purposes in proportion to the number of  
23 shares of stock held by them respectively.

24 In carrying out said purposes, the corporation shall  
25 have and may exercise and enjoy each and every power, priv-  
26 ilege, right and immunity now or hereafter authorized or  
27 permitted by law to a corporation organized and existing  
28 pursuant to the General Corporation Law of the State of

SURR & HELLNER  
ATTORNEYS AT LAW  
SAN BERNAARDINO, CALIFORNIA

1 California, and all amendments thereto or substitutions  
2 therefor, or continuations thereof, and in particular may  
3 exercise each or any power provided for in, or authorized  
4 by Sections 801 and 802 of the Corporations Code of the  
5 State of California.

6 Without in any way limiting the foregoing powers,  
7 the corporation shall among others, have the following  
8 particular powers:

9 (a) To define and prescribe by By-Law and in the  
10 absence thereof, by the Board of Directors, and from time  
11 to time change either or both of (1) the district within  
12 which delivery of water will be made; and (2) the district  
13 within which the water supply by the corporation shall be  
14 used or put to beneficial use, and also to withhold delivery  
15 of water from any shareholder because of use of water or  
16 threatened use of water without such district;

17 (b) To levy and collect from the shareholders water  
18 service charges (which as to each class of service shall  
19 operate uniformly) and to withhold delivery of water while  
20 any such charges are delinquent; and to make such charges  
21 a lien against the shares and to withhold transfer of any  
22 shares while subject to the lien of any unpaid charges;

23 (c) To adopt, repeal, modify, from time to time  
24 change, and enforce, by and through its Board of Directors  
25 all as may be provided in the By-Laws all rules and regula-  
26 tions which the Board of Directors may deem advisable for  
27 carrying out any and all of the foregoing purposes and  
28 powers, including the right to provide and determine when,

1 where and in what manner delivery of water is to be made  
2 and the amount thereof and for waiver of the right to have  
3 delivery made and also the right to provide for and enforce  
4 the imposition of penalties for violation of such rules and  
5 regulations, as well as to discontinue the delivery of water  
6 for such violations or for failure to pay any charges, tolls,  
7 or assessments.

8 All of the foregoing purposes and powers are subject  
9 to the express limitation and condition that the corporation  
10 shall not carry on the business of any public utility.

11 Fourth: The principal office for the transaction  
12 of the business of the corporation is to be located in the  
13 County of San Bernardino, State of California.

14 Fifth: The number of directors of said corporation  
15 shall be five (5); provided that said number may be changed  
16 from time to time by amendment of the Articles of said  
17 corporation, or by a by-law duly adopted by the shareholders  
18 of said corporation.

19 Sixth: The names and addresses of the persons who  
20 are appointed to serve as the first directors are:

21	<u>NAMES OF DIRECTORS</u>	<u>ADDRESSES</u>
22	ALFRED E. JOHNSON	Victorville, California
23	ALEXIS LEMONTON	Little Rock, California
24	ARTHUR ROUX	Victorville, California
25	HENRY A. JOHNSON	El Monte, California
26	FRANK L. JOHNSON	San Gabriel, California
27	WILLIAM P. JOHNSON	Victorville, California
28		



1           Seventh: The amount of capital stock which  
2 has been actually subscribed is \$60.00, and the following  
3 are the names of the persons by whom the same has been  
4 subscribed, to-wit:

<u>NAME OF SUBSCRIBER</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
5 ALFRED E. JOHNSON	1	\$10.00
6 ALEXIS LEMONTON	1	10.00
7 ARTHUR ROUX	1	10.00
8 HENRY A. JOHNSON	1	10.00
9 FRANK L. JOHNSON	1	10.00
10 WILLIAM P. JOHNSON	1	10.00

11           Eighth: The corporation is authorized to issue  
12 shares of stock which shall be of one class only. The  
13 total number of shares which may be issued is one thousand  
14 (1,000), each of which is and shall be of the par value  
15 of \$10.00 and the aggregate par value of all shares of  
16 the corporation shall be \$10,000.00.

17           Ninth: Authority is expressly conferred upon the  
18 corporation to levy assessments upon and against all of the  
19 shares issued by the corporation; and the Board of Directors  
20 shall have power by majority vote of its members to levy  
21 assessments upon all the issued shares of the corporation  
22 at such time or times and from time to time and in such  
23 amounts as shall to them appear necessary or expedient;  
24 provided, the assessment levied at any particular time shall  
25 be for the same amount against each share then issued and  
26 outstanding, and each assessment shall be a lien upon the  
27 shares assessed from the time of the adoption of the resolu-  
28

SUNN & HELLYER  
ATTORNEYS AT LAW  
SAN FRANCISCO, CALIFORNIA

SURR & BELLYER  
ATTORNEYS AT LAW  
SAN FRANCISCO, CALIFORNIA

1 tion levying such assessment until paid or until their sale  
2 or forfeitures.

3 In the event of nonpayment of any assessment, the  
4 corporation may sell or forfeit the shares against which  
5 the assessment was levied in the manner now or as may here-  
6 after be provided by the laws of the State of California.

7 Notwithstanding any other provision in these  
8 Articles, it is intended to organize and incorporate as a  
9 capital stock corporation under and pursuant to the pro-  
10 visions of The General Corporation Law of said State and  
11 said corporation is not organized as a membership corpora-  
12 tion under The Non-profit Corporation Law of said State  
13 and shall have no power to issue certificates of membership  
14 or to admit members but this corporation shall operate  
15 on a non-profit basis.

16 Tenth: The term for which said corporation is to  
17 exist is unlimited and said corporation shall have perpetual  
18 existence unless and until dissolved in the manner now or  
19 hereafter provided by law.

20 IN WITNESS WHEREOF, we have hereunto set our hands  
21 and seals this 5th day of December, 1913.

22 \_\_\_\_\_  
23 ALFRED E. JOHNSON  
24 \_\_\_\_\_  
25 ALEXIS LEMONTON  
26 \_\_\_\_\_  
27 ARTHUR ROUX  
28 \_\_\_\_\_  
HENRY A. JOHNSON  
\_\_\_\_\_  
FRANK L. JOHNSON  
\_\_\_\_\_  
WILLIAM P. JOHNSON  
\_\_\_\_\_

1 STATE OF CALIFORNIA }  
2 COUNTY OF SAN BERNARDINO } ss

3 On this 5th day of December, 1913, before me,  
4 JOHN C. TURNER, a Notary Public in and for said County,  
5 residing therein, duly commissioned and sworn, personally  
6 appeared ALFRED E. JOHNSON, ALEXIS LEMONTON, ARTHUR ROUX  
7 and WILLIAM P. JOHNSON, known to me to be the persons whose  
8 names are subscribed to the within and foregoing instrument,  
9 and they severally acknowledged to me that they each  
10 executed the same.

11 IN WITNESS WHEREOF, I have hereunto set my hand and  
12 affixed my official seal, at my office in said County, the  
13 day and year in this certificate first above written.

14 JOHN C. TURNER  
15 Notary Public in and for  
16 the County of San Bernardino,  
17 State of California.

17 STATE OF CALIFORNIA }  
18 COUNTY OF LOS ANGELES } ss.

19 On this 8th day of December, 1913, before me,  
20 CHARLES SOWARD, a Notary Public in and for said County,  
21 residing therein, duly commissioned and sworn, personally  
22 appeared HENRY A. JOHNSON, known to me to be the person  
23 whose name is subscribed to the within and foregoing  
24 instrument, and acknowledged to me that he executed the  
25 same.

26 IN WITNESS WHEREOF, I have hereunto set my hand and  
27 affixed my official seal, at my office in said County, the  
28 day and year in this certificate first above written.

BURR & HELLYER  
ATTORNEYS AT LAW  
SAN BERNARDINO, CALIFORNIA

SUNN & HELLYER  
ATTORNEYS AT LAW  
SAN BERNARDINO, CALIFORNIA

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

CHARLES SOWARD  
Notary Public in and for the  
County of Los Angeles,  
State of California.

STATE OF CALIFORNIA }  
COUNTY OF SAN BERNARDINO }

ss. .

On this 5th day of December, 1913, before me, JOHN C. TURNER, a Notary Public in and for said County, residing therein duly commissioned and sworn, personally appeared FRANK L. JOHNSON, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in said County, the day and year in this certificate first above written.

JOHN C. TURNER  
Notary Public in and for the  
County of San Bernardino,  
State of California.

7552

empt

Apr 25 1920  
Sheep Creek Water  
Company, a corporation

Change of Principal  
Place of Business

Verified copy of  
Affidavit of  
Publication

To: 1000  
To: Revised  
In the office of the Secretary of State  
OF THE STATE OF CALIFORNIA

MAY 29 1920

FRANK C. JORDAN  
SECRETARY OF STATE  
By Frank C. Jordan

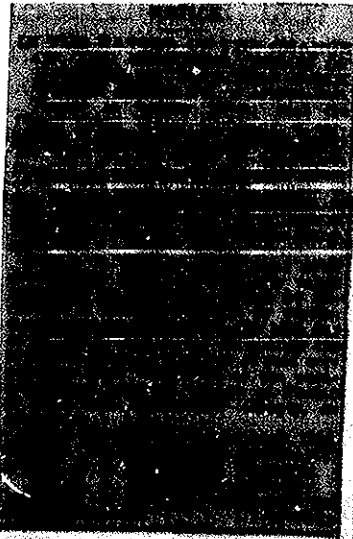
In the Superior Court  
Of the State of California

IN AND FOR THE  
County of San Bernardino

*Notice*  
*In the Matter of the*  
*Change of Place of*  
*Business of the*  
*Sheep Creek Water*  
*Company*

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

*Mildred Leane* being first duly sworn, deposes and says: That at all times hereinafter mentioned, she was a citizen of the United States over the age of eighteen years, and a resident of said county, and was at and during all said times the principal clerk of the printer and publisher of the SAN BERNARDINO DAILY SUN, a newspaper of general circulation printed and published daily in the City of San Bernardino, in said County of San Bernardino, State of California; that said SAN BERNARDINO DAILY SUN is and was at all times herein mentioned, a newspaper of general circulation as that term is defined by Section 4460 of the Political Code, and, as provided by said section, is published for the dissemination of local and telegraphic news and intelligence of a general character, having a bona fide subscription list of paying subscribers, and is not devoted to the interest, or published for the entertainment or instruction of a particular class, profession, trade, calling, race or denomination or for the entertainment and instruction of any number of such classes, professions, trades, callings, races, or denominations; that at all said times said newspaper has been established, printed and published in the said City of San Bernardino, in said County, and State, at regular intervals for more than one year preceding the first publication of the notice herein mentioned; that said notice was set in type not smaller than nonpareil and was preceded with words printed in black face type not smaller than nonpareil describing and expressing in general terms, the purport and character of the notice intended to be given, that the *notice of* *Change of Place of Business* of which the annexed is a printed copy, was published and printed in said newspaper at least *once a week for four weeks* commencing on the *2<sup>nd</sup>* day of *January*, 19*20*, and ending on the *1<sup>st</sup>* day of *February*, 19*20*, both days inclusive, and ~~no other during said time as said newspaper was regularly issued.~~



*Mildred Leane*  
Subscribed and sworn to before me this *twelfth*  
day of *February*, 19*20*.  
*Charles W. [Signature]*  
Notary Public in and for San Bernardino County, California.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32

STATE OF CALIFORNIA, )  
COUNTY OF SAN BERNARDINO.) SS:

We, A.E. Johnson and H.A. Johnson, president and secretary, respectively, of the Sheep Creek Water Company, a corporation organized and existing under the laws of the State of California, do hereby certify the foregoing to be a full, true and correct copy of the affidavit of publication of Notice of intention to change the principal place of business of said company from Victorville to the unincorporated town or village of Phelan, in the County of San Bernardino, State of California, required by Section 321-a of the Civil Code of California, on file in the office of said company, and we further certify that we have carefully compared said copy with the original.

IN WITNESS WHEREOF, we have hereunto set our names and affixed the seal of said corporation this 28 day of February, 1920.

A. E. Johnson  
President  
H. A. Johnson  
Secretary.

1 IN THE MATTER OF THE CHANGE OF  
2 THE PRINCIPAL PLACE OF BUSINESS  
3 OF THE SHEEP CREEK WATER COMPANY  
4 a corporation, organized and exist-  
5 ing under the laws of the State of  
6 California.

7 The following resolution was moved by  
8 Director F.L. Johnson, and seconded by Director \_\_\_\_\_  
9 I.M. McAllister :

10 Whereas, it is for the best interests of the  
11 Sheep Creek Water Company, a corporation, organized and exist-  
12 ing under the laws of the State of California, to change and  
13 remove its principal place of business from the town of Victor-  
14 ville in the County of San Bernardino, State of California, to  
15 the unincorporated town or village of Phelan, in said County of  
16 San Bernardino, and

17 Whereas, the consent in writing of the held-  
18 ers of more than two-thirds of the capital stock of said cor-  
19 poration has been obtained and filed in the office of said cor-  
20 poration,

21 NOW, THEREFORE, BE IT RESOLVED, that the  
22 principal place of business of the Sheep Creek Water Company,  
23 a corporation, organized and existing under the laws of the State  
24 of California, be, and the same is hereby changed and removed  
25 from Victorville in the County of San Bernardino, State of  
26 California, to the unincorporated town or village of Phelan,  
27 in said County and State, and

28 IT IS FURTHER RESOLVED that notice of the in-  
29 tended removal and change of said principal place of business  
30 of said corporation from Victorville to Phelan, as aforesaid,  
31 was published in the San Bernardino Daily Sun, a newspaper of  
32 general circulation, printed and published in the city of San  
Bernardino, County of San Bernardino, State of California, for  
the time and in the manner required by law, and

9



1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32

IT IS FURTHER RESOLVED that said corporation do all other things necessary and proper to complete the removal and change of the principal place of business of said corporation from Victerville to said Phelan, as aforesaid.

Directors present, voting:

Ayes:	<u>A.E. Johnson</u>	NOES:	_____
	<u>J.M. McAllister</u>		_____
	<u>William A. Bennett</u>		
	<u>Frank L. Johnson</u>		
	<u>H.A. Johnson</u>		
	_____		

Dated this 20th day of January, 1920.

1 STATE OF CALIFORNIA, )  
2 )SS:  
3 COUNTY OF SAN BERNARDINO.)

4 We, A.E. Johnson and H.A. Johnson, President and  
5 Secretary, respectively, of the Sheep Creek Water Company, a  
6 corporation, organized and existing under and by virtue of the  
7 laws of the State of California, do hereby certify the forego-  
8 ing to be a full, true and correct copy of the resolution of  
9 the Board of Directors of said Company authorizing the change  
10 of the principal place of business of said company from Victor-  
11 ville to the unincorporated town or village of Phelan, in the  
12 County of San Bernardino, State of California, on file in the  
13 office of said company, and we further certify that we have  
14 carefully compared said copy with the original.

15 IN WITNESS WHEREOF we have hereunto set our hands  
16 and affixed the official seal of said corporation this 28  
17 day of February, 1920.

18 A.E. Johnson  
19 President

20 H.A. Johnson  
21 Secretary

22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32

CERTIFICATE OF AMENDING ARTICLES OF INCORPORATION

OF

SHEEP CREEK WATER COMPANY

We, the undersigned being the President and Secretary respectively of the hereinafter named corporation, do hereby certify and declare that:

1. At and during all times herein mentioned

(a) SHEEP CREEK WATER COMPANY, (hereinafter referred to as the "Corporation") was and is a corporation organized and existing under the laws of the State of California and having its principal office for the transaction of business in the County of San Bernardino;

(b) Alfred E. Johnson was and is the President and Henry A. Johnson was and is the Secretary of said corporation;

(c) The authorized number of persons constituting the Board of Directors of said corporation was and is six (6) (said number being changed by the amendment herein mentioned to five (5));

(d) The total number of issued and outstanding shares of the corporation was 1,000 all of which were and are of one class and of equal voting power and all of which shares were and are entitled to vote on or to consent to amendments to the Articles of Incorporation of said corporation, including the amendment herein referred to.

2. Attached to this certificate marked "Exhibit A" is a form of written "Consent of Shareholders of Sheep Creek Water Company to Amending Articles of Incorporation" (hereinafter called "Written Consent") which includes the copy of "Amended Articles of Incorporation"

FILED

In the Office of the Secretary of State  
of the State of California

OCT 15 1956

FRANK M. JORDAN, Secretary of State

by *Ralph B. Mandy*  
Deputy

of Sheep Creek Water Company (1956)"which is also attached to this certificate and to said written consent at the rear of said written consent. Said copy of Amended Articles is hereinafter referred to as "Copy of Amended Articles".

Said Written Consent and said copy of Amended Articles are hereby expressly referred to and made a part hereof.

3. A special meeting of said Board of Directors was duly and regularly held on July 27, 1956. Five of the members of said Board attended said meeting and there voted in favor of the Resolution hereinafter referred to. All members of said Board consented in writing to the holding of said meeting and to the adoption of the Amended Articles hereinafter referred to.

4. At said meeting there was adopted by affirmative vote of all of said directors present at said meeting, a resolution of which a true copy is hereinafter set forth, except for convenience of reference, that portion of said resolution therein denominated as "Amended Articles of Incorporation" has been transposed so as to follow this portion of the Certificate and the Written Consent of Shareholders mentioned below. The vote in favor of the adoption of said resolution was as hereinbefore set forth. Said resolution established the wording of the Amended Articles by providing that said Articles should be amended to read as therein set forth in full. The following is a copy of said resolution, to wit:

" WHEREAS, it appears desirable to amend the Articles of Incorporation of this corporation, SHEEP CREEK WATER COMPANY, by revising such Articles to read as hereinafter set forth.

NOW, THEREFORE, IT IS HEREBY RESOLVED AND ORDERED (subject to the approval of the shareholders as provided by law) that the Articles of Incorporation of this corporation as existing immediately prior to the amendments now provided for and ordered, shall be and the same are hereby amended to read, and the same shall read and provide as follows:

5. Thereafter, the shareholders of the corporation holding and owning 710 shares of the stock of the corporation, and being more than a majority of the issued and outstanding shares of stock of the corporation, severally gave their approval, by written consent, to the resolution that the Articles of Incorporation of the corporation should be amended to the form set forth in said Amended Articles, and to the Amendment of the Articles of Incorporation to said form. Said Consents have been and now are filed with the Secretary of the Corporation, and were and are in the form of said Written Consent attached hereto, and to each such Consent was attached a copy of said Amended Articles.

6. By reason of the proceedings aforesaid, the Articles of Incorporation of said Corporation have been amended to read and provide, and the same do now read and provide as in said resolution set forth, and the Amended Articles of Incorporation of said Corporation are in the language and are as set forth in said copy of Amended Articles attached hereto.

IN WITNESS WHEREOF, the undersigned as such officers have hereunto set their respective names and said Secretary has affixed the seal of said Corporation this 11th day of October, 1956.

Henry A. Johnson  
Henry A. Johnson, Secretary

Alfred E. Johnson  
Alfred E. Johnson, President

STATE OF CALIFORNIA        )  
                                  ) ss.  
COUNTY OF SAN BERNARDINO )

ALFRED E. JOHNSON and HENRY A. JOHNSON, being first severally duly sworn, each for himself, deposes and says:

That ALFRED E. JOHNSON is the President and HENRY A.

JOHNSON is the Secretary of SHEEP CREEK WATER COMPANY, the corporation named in the foregoing Certificate; that he has read the said Certificate and knows the contents thereof and that the same is true of his own knowledge, and that the signatures of the President and Secretary to said Certificate are the genuine signatures of said President and Secretary respectively.

Alfred E. Johnson  
(Alfred F. Johnson)

Henry A. Johnson  
(Henry A. Johnson)

Subscribed and sworn to before  
me this 11th day of October, 1956.

E. S. Goble  
Notary Public in and for said  
County and State.

CONSENT OF SHAREHOLDERS OF SHEEP CREEK WATER COMPANY  
TO AMENDING ARTICLES OF INCORPORATION

Each undersigned shareholder of SHEEP CREEK WATER COMPANY, a corporation, hereby consents and agrees that the Articles of Incorporation of said corporation shall be amended to read in the form of the "Amended Articles of Incorporation of Sheep Creek Water Company (1956)" attached hereto, and particularly, but not exclusively that the term of existence of said corporation shall be unlimited and perpetual; and said corporation shall have the right to assess its shareholders as set forth in said Amended Articles.

Dated: June 15th, 1956.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Shareholder(s)



75552

AB7516

**FILED**

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

JUL 30 1969

FRANK W. JORDAN, Secretary of State

*[Signature]*  
Deputy

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
SHEEP CREEK WATER COMPANY

The undersigned, Everett M. Brummett and William DeBoer, do hereby certify that they are, respectively, the duly elected and acting President and Secretary of SHEEP CREEK WATER COMPANY, a California Corporation, and further that:

ONE: At an annual meeting of the Board of Directors of said corporation duly held at its principal office for the transaction of business at 10:00 A.M. on the 25th day of March, 1969, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolution was duly adopted:

4

WHEREAS, it is deemed by the Board of Directors of this corporation to be to its best interests and to the best interests of its shareholders that its Articles of Incorporation be amended as hereinafter provided:

NOW, THEREFORE, BE IT RESOLVED, that Articles Eighth of the Articles of Incorporation of this Corporation be amended to read as follows:

"EIGHTH. The corporation is authorized to issue shares of stock which shall be one class only. The total number of shares which may be issued is Two Thousand (2000) each of which is and shall be of the par value of Five Dollars (\$5.00) and the aggregate of par value of all shares of the corporation shall be Ten Thousand Dollars (\$10,000).

"The effect of this amendment is to accomplish a stock split. Each share of the outstanding stock of this corporation shall be surrendered and two shares shall be issued to the holders thereof for each share surrendered. The aggregate par value of all shares of the corporation shall not be affected by this amendment. The aggregate voting rights of each of the share-

holders shall not be affected by this amendment."

RESOLVED FURTHER, that the Board of Directors of this corporation hereby adopts and approves said amendment of its Articles of Incorporation; and

RESOLVED FURTHER, that the President and Secretary of this corporation be and they are hereby authorized and directed to procure the adoption and approval of the foregoing amendment by the vote or written consent of the shareholders of this corporation holding at least a majority of the voting power, and thereafter to sign and verify by their oaths and to file a certificate in the form and manner required to Section 3672 of the California Corporations Code and in general to do any and all things necessary to affect said amendment in accordance with said Section 3672.

TWO: At an annual meeting of the shareholders of said corporation duly held at said principal office for the transaction of business at 10:00 A.M. on March 25, 1969, the shareholders duly adopted the following resolution:

WHEREAS, the Board of Directors at an annual meeting held on the 25th day of March, 1969, at the principal office of this corporation, adopted and approved by resolution of said Board an amendment of the Articles of Incorporation of this corporation, amending Article Eighth of said Articles to read as follows:

"EIGHTH: The Corporation is authorized to issue shares of stock which shall be one class only. The total number of shares which may be issued is Two Thousand (2000) each of which is and shall be of the par value of Five Dollars (\$5.00), and the aggregate of par value of all share of the corporation shall be Ten Thousand Dollars (\$10,000.00).

"The effect of this amendment is to accomplish a stock split. Each share of the outstanding stock of this corporation shall be surrendered and two shares shall be issued to the holders thereof for each share surrendered. The aggre-

gate par value of all share of the corporation shall not be affected by this amendment. The aggregate voting rights of each of the shareholders shall not be affected by this amendment."

NOW, THEREFORE, BE IT RESOLVED that the foregoing amendment of the Articles of Incorporation of this corporation be and the same is hereby adopted and approved by the shareholders of this corporation, and that Article Eighth of the Articles of Incorporation of this corporation be amended to read as herein set forth.

THREE: The foregoing amendment was adopted and approved at said shareholders' meeting by a total vote of 565½ shares.

FOUR: The total number of shares of this corporation entitled to vote upon or consent to the adoption of such amendment is 992 shares, all of which are common shares.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 10th day of July, 1969.

Eugene M. Brummett President

William A. DeBoer Sec.


STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN BERNARDINO)

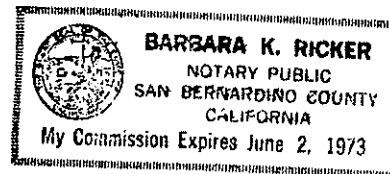
EVERETT M. BRUMMETT, being first duly sworn, deposes and says:

That EVERETT M. BRUMMETT is, and was at all of the times mentioned in the foregoing Certificate of Amendment, the President of SHEEP CREEK WATER COMPANY, a California corporation, therein mentioned, that he has read said Certificate and that the statements therein made are true of his own knowledge, and that the signature purporting to be the signature of said President thereto is the genuine signature of said President.

  
EVERETT M. BRUMMETT, President

Subscribed and sworn to before me,  
this 23<sup>rd</sup> day of July, 1969.

  
Notary Public in and for said  
County and State




STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN BERNARDINO)

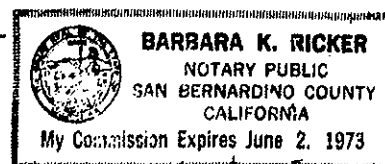
WILLIAM DEBOER, being first duly sworn, deposes and says:

That WILLIAM DEBOER, is, and was at all of the times mentioned in the foregoing Certificate of Amendment, the Secretary of SHEEP CREEK WATER COMPANY, a California corporation, that the statements therein made are true of his own knowledge, and that the signature purporting to be the signature of said Secretary thereto is the genuine signature of said Secretary.

  
WILLIAM DEBOER, Secretary

Subscribed and sworn to before me  
this 25<sup>th</sup> day of July, 1969.

  
Notary Public in and for said  
County and State



CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
SHEEP CREEK WATER COMPANY

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

NOV 20 1978

MARCIA TONO GU, Secretary of State

Deputy

William DeBoer and John Lovett certify that:

1. They are the President and the Secretary of Sheep Creek Water Company, a California corporation.
2. Article Eighth of the Articles of Incorporation of said corporation shall be amended to read as follows:

"Eighth: The corporation is authorized to issue shares of stock which shall be one class only. The total number of shares which may be issued is Four Thousand (4,000) each of which is and shall be of the par value of Two and 50/100 Dollars (\$2.50) and, the aggregate par value of all shares of the corporation shall be Ten Thousand Dollars (\$10,000.00).

"The effect of this amendment is to accomplish a stock split. Each share of the outstanding stock of this corporation shall be surrendered and Two (2) shares shall be issued to the holders thereof for each share surrendered. The aggregate par value of all shares of the corporation shall not be affected by this amendment. The aggregate voting rights of each of the shareholders shall not be affected by this amendment."

3. The amendment has been approved by the Board of Directors.

4. The corporation has only one class of shares outstanding. The amendment effects only a stock split, as that term as defined in Section 188 of the California Corporations Code, and is an amendment that may be adopted with approval by the Board alone pursuant to Section 902(c) of the California Corporations Code.

EXECUTED on this 3 day of August, 1978.

William A. DeBoer  
WILLIAM DeBOER, President

John Lovett  
JOHN LOVETT, Secretary

Each of the undersigned declares under penalty of perjury, that the matters set forth in the foregoing Certificate are

true and correct of his own knowledge and, that this declaration  
was executed on August 3, 1978 at Pheian, California.

*William A. DeBoer*  
WILLIAM DeBOER

*John Lovett*  
JOHN LOVETT

75552  
A216725

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

APR 4 1980

MARSH TONG EU, Secretary of State

Deputy

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF

SHEEP CREEK WATER COMPANY

William DeBoer and John Lovett certify that:

1. They are the President and the Secretary of Sheep Creek Water Company, a California corporation.

2. Article Eighth of the Articles of Incorporation of said corporation shall be amended to read as follows:

2  
"Eighth: The corporation is authorized to issue shares of stock which shall be one class only. The total number of shares which may be issued is eight thousand (8,000) each of which is and shall be of the par value of One and 25/100 Dollars (1.25) and, the aggregate par value of all shares of the corporation shall be Ten Thousand Dollars (\$10,000.00).

'The effect of this amendment is to accomplish a stock split. Each share of the outstanding stock of this corporation shall be surrendered and two (2) shares shall be issued to the holders thereof for each share surrendered. The aggregate par value of all shares of the corporation shall not be affected by this amendment. The aggregate voting rights of each of the shareholders shall not be affected by this amendment."

3. The amendment has been approved by the Board of Directors.

4. The corporation has only one (1) class of shares outstanding. The amendment effects only a stock split, as that term is defined in Section 188 of the California Corporations Code, and is an amendment that may be adopted with approval by the Board alone pursuant to Section 902(c) of the California Corporations Code.

EXECUTED on this 26th day of February, 1980.

William A. DeBoer  
William DeBoer, President

John R. Lovett  
John Lovett, Secretary

Each of the undersigned declares under penalty of perjury, that the matters set forth in the foregoing Certificate are

248

true and correct of his own knowledge and, tha. this  
declaration was executed on February 26, 1980 at Phelan,  
California.

*William A DeBoer*  
\_\_\_\_\_  
William DeBoer

*John P Lovett*  
\_\_\_\_\_  
John Lovett

