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FILED *eff*

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

DEC 04 2008

NCTO:

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**CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF**

AFUERA DE CHORRO HOMEOWNER'S ASSOCIATION AND WATER COMPANY

We, Chad Van Til and Marianne Fonte, together certify that:

1. We are the President and Secretary respectively of AFUERA DE CHORRO HOMEOWNER'S ASSOCIATION AND WATER COMPANY, a California corporation (this "Corporation").

2. The Articles of Incorporation of this Corporation, as amended to the filing date of this certificate, are amended and restated as follows:

I

The name of the corporation is AFUERA DE CHORRO MUTUAL WATER COMPANY.

II

A. This corporation is a nonprofit Mutual Benefit Corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

B. The corporation is also specifically formed and organized for the purpose described in California Corporations Code section 14311, and, additionally, for the following specific purposes:

1. To obtain and manage an adequate potable water supply and install, maintain, repair, and, as necessary, expand a water system for the delivery of such water for domestic use and fire protection to all members of the corporation for use within that certain area of the San Luis Obispo County, California described as follows (the "Service Area"):

Tract 681 in the County of San Luis Obispo, State of California, according to map recorded on May 25, 182, in Book 10, page 94 of maps, official records of said county.

2. To levy on and collect assessments from each member pursuant to the bylaws of the corporation.

3. To exercise all other powers and privileges and to perform all duties and obligations provided by the bylaws of the corporation in a manner consistent with the laws of the State of California.

III

No part of the net earnings of the corporation shall inure to the benefit of any private individual or entity other than by providing for the management, maintenance and care of property of the corporation or by a rebate of excess membership fees or assessments. This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the corporation.

IV

Upon approval by a majority of the board of directors of the corporation, these Articles of Incorporation may be amended at any regular or special meeting of members, by the affirmative vote or written consent of members representing a majority of the memberships in the corporation.

V

Pursuant to the bylaws of the corporation, all memberships in the corporation shall be assessable, appurtenant to land within the Service Area, and only issued to owners of lots or parcels within the Service Area.

VI

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VII

This corporation is authorized to indemnify the directors and officers of this corporation to the fullest extent permissible under California law."

3. The foregoing second amendment and restatement of the Articles of Incorporation of this Corporation has been duly approved by the Board of Directors of this Corporation.

4. The foregoing second amendment and restatement of the Articles of Incorporation of this Corporation has been duly approved by the affirmative vote of a majority of the members of this Corporation represented and voting at a duly-held meeting at which a quorum was present.

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We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: December 4, 2008


Chad Van Tilt, President


Mariano Ponte, Secretary