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Salinas, CA 93902)

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CERTIFICATE OF RESTATED AND AMENDED
ARTICLE 3 OF THE BYLAWS
OF
VICTORINE RANCH MUTUAL WATER COMPANY

Richard V. Bibbero, Jr. and Helen P. Bibbero, hereby certify as follows:

1. They are the President and Secretary, respectively, of Victorine Ranch Mutual Water Company, a California corporation.

2. The existing text of Article 3 of the Bylaws of this corporation, including previous amendments thereto, is deleted in its entirety and replaced with the following Restated and Amended Article 3 as follows:

ARTICLE 3. SERVICE AREA

Section 3.1. Area to be Served. The Mutual's service area is described on Exhibit "A" and shown on Exhibit "B" attached hereto and incorporated herein by this reference.

Section 3.2. Further Annexation to the Area to be Served. Additional real property beyond that described on Exhibit "A" and shown on Exhibit "B" may be annexed to the area to be served only when approved by the affirmative vote or written ballot of shareholders entitled to exercise a majority of the voting power of the Mutual.

Section 3.3. Limitation on Services. The Mutual shall supply water services only to shareholders of the Mutual and only to a lot or parcel within the service area of the Mutual, except as provided in Civil Code section 330.24.

Section 3.4. Water Service Connections. The Mutual has been granted sixteen (16) original water service connections by Resolution No. 96015 passed and adopted on January 31, 1996 by the Monterey County Planning Commission which shall be allocated within the Mutual's service area boundaries as described in section 3.1. above, as follows:

3.4.1. Seven (7) connections: one for each primary residence that has been or is constructed on each legal lot of record as of the date of adoption of this Restated and Amended Article 3 and within the service area as described in section 3.1. above as of the date of adoption of this Restated and Amended Article 3.

3.4.2. Two (2) connections: one for each primary residence that is constructed on each of up to two (2) additional legal lots of record that may be created by subdivision of the two (2) existing Conservancy lots (APN 243-221-19 and APN 243-211-17).

3.4.3. The balance of the connections are reserved for accessory structures which may be constructed on any of the existing legal lots of record in accordance with section 3.4.1. above and for accessory structures which may be constructed on the lots which may be created in accordance with section 3.4.2. above.

3.4.4. In the event that the number of developable legal lots of record as described in section 3.4.1. and 3.4.2. above served by the Mutual decreases through voluntary consolidation, purchase by a public agency for open space, purchase or gift of easement which precludes development, or similar event, said property shall be removed from the service area and the service connection(s) for said property shall be reallocated for use in accordance with section 3.4.3. above.

3.4.5. In the event that the Mutual's service area boundaries are expanded as provided for in section 3.2. above and the number of authorized service connections are increased beyond the original sixteen (16) connections as referenced in section 3.4. above, the allocation of those original sixteen (16) connections as provided for use in accordance with sections 3.4.1., 3.4.2., 3.4.3., and 3.4.4. above shall remain in effect.

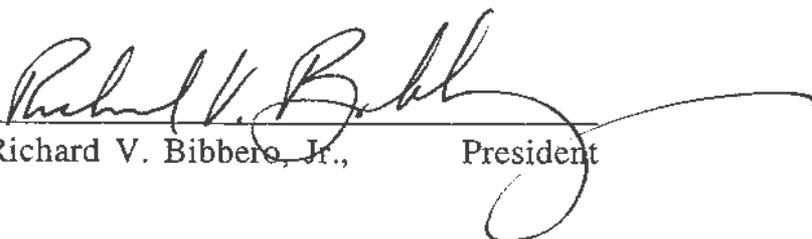
3. This certificate, restating and amending Article 3 of the Bylaws has been approved by the board of directors of this corporation.

4. The foregoing Restated and Amended Article 3 to the Bylaws of Victorine Ranch Mutual Water Company, comprising five (5) pages, constitute the Restated and Amended Article 3 to the Bylaws of said Mutual as duly adopted on August 20, 1998 by action of the Board of Directors alone because the corporation has issued no shares.

Verification

We hereby declare under penalty of perjury, under the laws of the State of California, that the statements contained in such certificate are true of our own knowledge.

Dated: 8/26/98


Richard V. Bibbero, Jr., President

Dated: 9/1/98

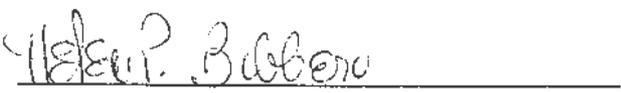

Helen P. Bibbero, Secretary

EXHIBIT A

VICTORINE RANCH MUTUAL WATER COMPANY

LEGAL DESCRIPTION OF PROPERTIES LOCATED WITHIN SERVICE AREA

PARCEL 1: APN: 243-221-024

Parcel "A" as shown on the map filed March 5, 1982 in Volume 13 of surveys, Page 31, County of Monterey, State of California.

PARCEL 2: APN: 243-221-026

Parcel B-1, in the County of Monterey, State of California, on that certain map filed for record July 22, 1983, in the office of the County Recorder of said County in Volume 15 of Parcel Maps, Page 157.

PARCEL 3: APN: 243-221-027

Parcel B-2 as said parcel is shown on the Parcel Map recorded July 22, 1983 in Volume 15 of Parcel Maps, at page 157, Monterey County Records.

PARCEL 4: APN: 243-221-028

Parcel B-3, in the County of Monterey, State of California, on that certain map filed for record July 22, 1983, in the Office of the County Recorder of said County in Volume 15 of Parcel Maps, Page 157.

PARCEL 5: APN: 243-221-029

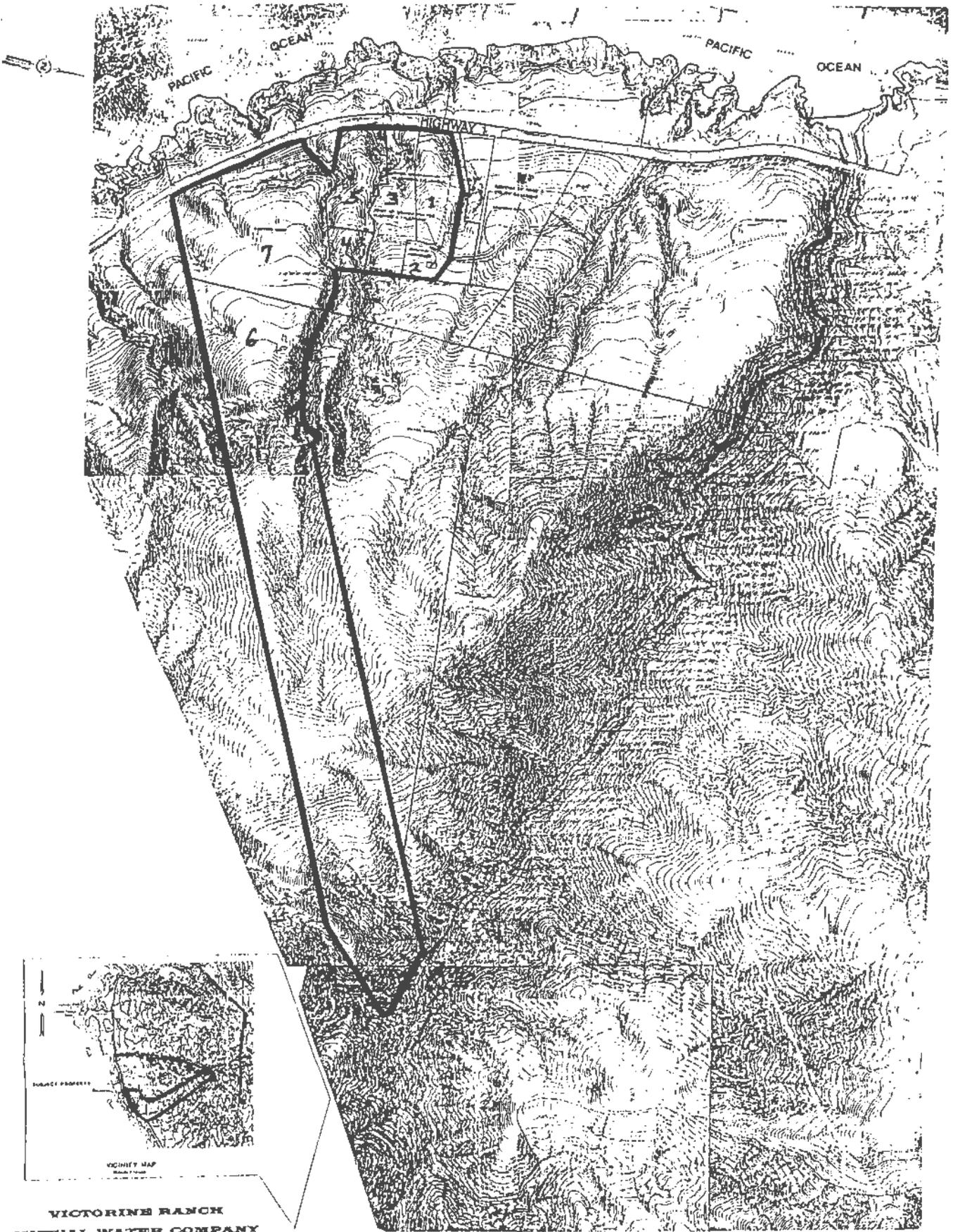
Parcel B-4 on that certain map filed for record July 22, 1983, Volume 15 of Parcel Maps, page 157, Records of the County of Monterey.

PARCELS 6 & 7: APN: 243-211-017 & APN: 243-221-019

Situate in the Rancho San Jose y Sur Chiquito, County of Monterey, State of California, particularly described as follows:

Beginning at a 1-1/2" iron pipe on the easterly line of State Highway No. 1, being the southwesterly corner of that certain 36.03 acre parcel as shown on the map entitled, "Record of Survey for LeForust, Inc., 36.03 Acre Parcel Victorine Ranch", filed October 24, 1958 in Book Five of Surveys, at Page 193, Monterey County Records, running thence along the southerly boundary of said ranch

- (1) N. 61° 04' E., 5,492.25 feet; thence
- (2) N. 42° 12' E., 795.98 feet; thence leaving the line of said Ranch
- (3) N. 47° 48' W., 50.00 feet; thence
- (4) N. 79° 52' W., 485.56 feet; thence
- (5) S. 61° 04' W., 3,761.33 feet; thence
- (6) S. 80° 45' W., 101.0 feet; thence
- (7) S. 16° 45' W., 85.00 feet; thence
- (8) S. 58° 30' W., 125.00 feet; thence
- (9) S. 78° 00' W., 430.00 feet; thence
- (10) N. 81° 00' W., 350.00 feet to a point on the easterly line of above said 36.03 acre parcel at a distance N. 1° 29' W., 1,036.90 feet from the southeast corner of said 36.03 acre parcel; thence leaving said easterly line
- (11) West, 211.68 feet; thence
- (12) S. 73° 00' W., 140.00 feet to an angle point on the northwesterly line of said 36.03 acre parcel; thence running along said northwesterly line
- (13) S. 37° 03' 30" W., 69.56 feet; thence
- (14) S. 66° 49' 30" W., 450.59 feet; thence
- (15) N. 75° 50' 30" W., 194.97 feet; thence
- (16) S. 30° 43' 30" W., 347.17 feet; thence
- (17) S. 48° 48' 40" W., 65.64 feet to the northwesterly corner of said 36.03 acre parcel on the easterly line of above said State Highway No. 1; thence running along the said easterly line of said highway
- (18) 192.52 feet along the arc of a non-tangent curve to the left (center bears N. 55° 10' 40" E., 1,960 feet distant) through a central angle of 5° 37' 40" to a concrete monument opposite Station 211-64-49 BC, as shown on said map; thence tangentially and continuing along said easterly line
- (19) S. 40° 27' E., 561.10 feet to a concrete monument opposite Station 206-03-48 BC, as shown on said map; thence continuing along said easterly line
- (20) 283.11 feet along the arc of a tangent curve to the left with a radius of 1,960 feet through a central angle of 8° 16' 34" to the point of beginning, and being a portion of said Victorine Ranch.



**VICTORINE RANCH
MUTUAL WATER COMPANY
SERVICE AREA**

WE WHITSON ENGINEERS
AN OFFICE OF THE WHITSON GROUP, INC.
 1000 10th Street, Suite 1000
 San Francisco, CA 94103
 (415) 774-1100

Job # 02104 SCALE 1"=100' DATE APR 1984

EXHIBIT B

SECRETARY'S CERTIFICATE
OF
VICTORINE RANCH MUTUAL WATER COMPANY

I hereby certify that I am the duly elected and acting Secretary of said Mutual and that the foregoing Restated and Amended Article 3 of the Bylaws, comprising five (5) pages, constitute the Restated and Amended Article 3 of the Bylaws of said Mutual as duly adopted by action of the Board of Directors thereof on August 20, 1998.

Dated: September 1, 1998

Helen P. Bibbero
Helen Bibbero, Secretary

State of NEVADA

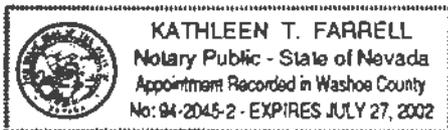
County of WASHOE

On September 1 1998, before me, KATHLEEN T. FARRELL

_____, Notary Public, personally appeared

HELEN BIBBERO,
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person ~~(s)~~ whose name (s) is/~~are~~ subscribed to the within instrument and acknowledged to me that ~~he/she/they~~ executed the same in ~~his/her/their~~ authorized capacity (~~ies~~), and that by ~~his/her/their~~ signature ~~(s)~~ on the instrument the person ~~(s)~~, or the entity upon behalf of which the person ~~(s)~~ acted, executed the instrument.

WITNESS my hand and official seal.



Kathleen T. Farrell
5

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