

Revised June 1976

**Amended By-Laws
of
Cedarpines Park
Mutual Water Company**

1947

Article II

Section 2.15 Quorum of Shareholders. Twenty percent of the shares issued, outstanding, in good standing, represented either in person or by proxy shall constitute a quorum for the transaction of business. Each shareholder shall be entitled to one vote for each share standing in his name on the books of the company, whether represented in person or by proxy.

Amended: June 1966

AMENDED BY-LAWS

of

Cedarpines Park Mutual Water Company

ARTICLE I

Miscellaneous

Section 1.01. The General Corporation Law Applicable. The term "The General Corporation Law" is used in these by-laws with the same meaning as defined in Section 277 of the Civil Code of the State of California; and words, phrases and terms are used in these by-laws with the same meaning as used or defined in The General Corporation Law.

Section 1.02. Amendments. These by-laws may be repealed or amended or new by-laws adopted by (a) the vote of the shareholders entitled to exercise a majority of the voting power at a meeting of shareholders, or (b) the written assent of shareholders entitled to exercise a majority of the voting power, filed with the Secretary, or (c) unanimous vote of all of the members of the Board of Directors, or (d) any other method or any other manner now or hereafter authorized or permitted by law; provided, any by-law adopted by the Board of Directors may be repealed or amended by the shareholders, and this Article may only be amended or repealed by the shareholders, who alone shall have the right to determine by whom and to what extent and in what manner the by-laws may be amended, or repealed, or new by-laws adopted; and provided further Sections 2.15, 2.16 and 6.01 of these by-laws (being the same sections designated as Section 2 of Article I and Section 1 and 2 of Article V of the original by-laws of this corporation) shall not be altered, amended or repealed except by the unanimous written consent or the vote of all the members.

provide for the time, or times, and the method, of filing proxies, casting ballots and the tabulation and certification of votes. All such rules and regulations shall operate impartially, fairly and equally.

Whenever the filing of proxies is limited to a time prior to the meeting, and whenever, in an election of directors, the polls are to open or close at a specified time, notice of such limitation and/or opening and/or closing shall be stated in the notice of such meeting.

Section 2.14. Changing Time of Annual Meeting. The Board of Directors may advance or postpone (and thereby change) the time of any annual meeting (as fixed elsewhere in these by-laws) by not more than sixty days whenever it shall appear to the Board that such change is necessary or desirable. Such change shall be effected by resolution duly adopted by majority vote of the Board or by written assent of a majority of the members, filed with the Secretary, prior to giving notice of the meeting, and thereupon the time for that annual meeting shall be that so fixed by the Board, and notice of the meeting shall be given accordingly.

Section 2.15. Quorum of Shareholders. ~~See~~

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Section 2.16. Qualifications of Shareholders. Any person or persons of good moral character owning a lot or lots in said Cedarpines Park tracts shall be entitled to membership in the Cedarpines Park Mutual Water Company upon subscribing for one or more shares of the company, it being understood that one share shall be issued for each lot, which shall be appurtenant to said land, (and any subscriber owning more than one lot shall not be entitled to membership and no subscription shall be accepted by the company directly or indirectly, unless subscription is entered for the total number of lots owned by said subscriber, and any member admitted after incorporation shall have all the rights and privileges, and shall be subject to the same responsibilities, as members of the association prior thereto).

ARTICLE III

Directors

Section 3.01. Provisions of The General Corporation Law. Except in those particulars and to the extent hereinafter expressly provided for, all provisions (whether mandatory or permissive) of Chapter V of The General Corporation Law, as now or hereafter existing, are approved, adopted and made applicable to the Company; and whenever no express provision is contained herein with respect to any matter authorized or permitted to be regulated, fixed or established by or in the by-laws, it is intended to adopt and approve the provisions in said Chapter V pertaining thereto and regulating or providing for the same.

See page 12
Section 3.02. Qualifications and Term. ~~Director~~

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Section 3.03. Organization Meeting. A meeting of the Board of Directors (to be known as the "organization meeting") shall be held immediately following adjournment of the shareholders meeting at which elected, for the purpose of organizing, electing and appointing officers. Any other business may also be transacted at such meeting. No notice of such organization meeting need be given.

If not held at the time appointed, or if reorganization be not effected or completed at such meeting, the business of reorganization shall be transacted or completed at the first regular or special meeting held thereafter, and if not then completed, then at any meeting, regardless of when held.

With the consent of all the directors, such organization meeting may be held at any time. Attendance at and participation in the proceedings of the meeting shall be deemed such consent. The consent of any director not present or participating shall be written and filed with secretary and made a part of the minutes, either before or after the holding of the meeting.

Section 3.04 Regular Meetings. Meetings of the Board to be known as "regular meetings", shall be held without call at a time appointed therefor by resolution adopted by majority vote of the Board. It shall not be necessary to give notice of regular