

A0709328

AUG 16 2010

**CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION
OF
LASSEN PINES MUTUAL WATER COMPANY**

James R. Morton and Marian McLeod certify that:

1. They are the President and Secretary, respectively, of the LASSEN PINES MUTUAL WATER COMPANY, a California corporation.

2. The amendment set forth below, restating the Articles of Incorporation has been duly approved by the Board of Directors and by the required vote of the shareholders. The required shareholder vote, pursuant to Corporations Code §911(e), was approval by the affirmative vote of a majority of the single class of 294 shares.

3. The Articles of Incorporation of this corporation are amended in full to read as follows:

**RESTATED ARTICLES OF INCORPORATION
OF
LASSEN PINES MUTUAL WATER CO., INC.**

I

The name of this corporation is LASSEN PINES MUTUAL WATER CO., INC.

II

The 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.

III

The specific purpose of this corporation is to develop, distribute, supply, and deliver water for irrigation and domestic use to its members at actual cost, plus necessary expenses, in accordance with Corporations Code §§14300-14303.

IV

This corporation is intended to qualify as a nonprofit corporation under Internal Revenue Code §501(c)12, as a mutual ditch and irrigation company. No part of the net earnings of this corporation shall inure to the benefit of any private individual, except as expressly provided in those sections with respect to the acquisition, construction, or provision for management, maintenance and care of the corporation's property, and other than by a rebate of excess membership dues, fees or assessments. In the event of the dissolution, liquidation or winding up of the corporation, the corporation's assets remaining after payment, or provision of payment, of all known debts and liabilities of the corporation shall be divided among and be distributed to the members thereof in accordance with their respective rights therein.

V

Notwithstanding any of the above statements of purposes and powers, 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 this corporation.

VI

The qualifications for membership in this corporation, the different classes of membership, the service area, voting and other rights and privileges of members, their liability for costs and expenses, and the methods of collection thereof, shall be as provided for in the bylaws of this corporation.

VII

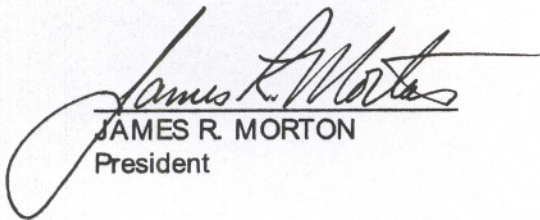
Memberships in the corporation are intended to be appurtenant to lands within the service area of the corporation, and shall only be transferred therewith, except after sale or forfeiture for delinquent assessments as provided in Corporations Code §14303 and the Bylaws.

VIII

Shares in the corporation shall be converted to memberships of the nonprofit corporation.

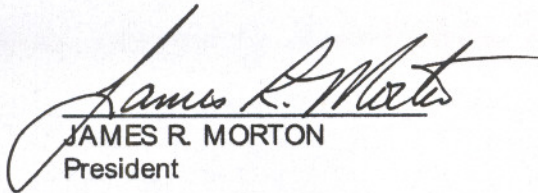
IX

These Articles of Incorporation may be amended from time to time by the affirmative vote of the Board of Directors and a majority of the voting power of the members of the corporation.


JAMES R. MORTON
President


MARIAN McCLEOD McCLEOD
Secretary

I 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. Executed this 2th day of August 2010 at ISLAND PARK, IDAHO.


JAMES R. MORTON
President

00709328

I 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. Executed this 13th day of August 2010 at Shingletown, California.

MARIAN McLEOD
Secretary

RESTATED ARTICLES OF INCORPORATION
OF
LASSON PINES MUTUAL WATER CO.

The name of this corporation is LASSON PINES MUTUAL WATER CO., INC.

The 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 that which is prohibited by law, which may be organized and carried out.

The specific purpose of this corporation is to provide water supply and other water facilities for irrigation and domestic use to its members and other persons in accordance with the provisions of the California Water Code.

This corporation is organized as a mutual benefit corporation under the provisions of the California Water Code, and is not a corporation under the provisions of the California Corporation Code.

Witness my hand and seal of the State of California this 13th day of August 2010.

DEBRA BOWEN, Secretary of State

I declare that I am a duly qualified and licensed person under the laws of the State of California that the foregoing is a true and correct copy of the original record in the custody of the California Secretary of State's office.

Witness my hand and seal of office at the City of Sacramento, California, this _____ day of _____, 2010.

Secretary of State

Notary Public



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

NOV 29 2010 *aw*

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State