

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**



FILED

10/21/26

04:59 PM

A2610017

Application of Suburban Water Systems (U339W)
for Authorization to Issue and Sell Bonds, Notes, or
Other Evidence of Indebtedness Not to Exceed
\$175,000,000 and Other Related Requests.

Application No.
(Filed October 21, 2026)

APPLICATION OF SUBURBAN WATER SYSTEMS (U339W)

Edward Jackson
Vice President, Regulatory Affairs
Suburban Water Systems
1325 N. Grand Ave., Suite 100
Covina, CA 91724
Telephone: (626) 543-2500
Email: Ed.Jackson@nexuswg.com

Lori Anne Dolqueist
Nossaman LLP
50 California St., 34th Fl.
San Francisco, CA 94111
Telephone: (415) 398-3600
Email: ldolqueist@nossaman.com

*Attorney for Applicant
Suburban Water Systems*

October 21, 2026

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

Application of Suburban Water Systems (U339W)
for Authorization to Issue and Sell Bonds, Notes, or
Other Evidence of Indebtedness Not to Exceed
\$175,000,000 and Other Related Requests.

Application No.
(Filed October 21, 2026)

APPLICATION OF SUBURBAN WATER SYSTEMS (U339W)

I. INTRODUCTION AND SUMMARY

Pursuant to Articles 5 and 6 of Chapter 4, Part 1, Division 1 of the California Public Utilities Code and Rule 3.5 of the Rules of Practice and Procedure (“Rules”) of the California Public Utilities Commission (“Commission”), by this application (“Application”), Suburban Water Systems (“Suburban” or “Company”) respectfully requests that the Commission grant Suburban authorization to do the following:

- (1) Issue long-term debt in the aggregate principal amount not to exceed \$175 million through the issuance and sale of First Mortgage Bonds, notes, or other evidences of its indebtedness (collectively, “Debt Securities”), in two or more financings;
- (2) Authorize the Debt Securities to be secured by Suburban’s property, pursuant to Section 851 of the Public Utilities Code;
- (3) Use the net proceeds from the sale of Debt Securities for any purpose permitted under Public Utilities Code § 817 including (1) for the discharge or refinancing of a portion of its existing indebtedness; (2) for capital expenditures including construction, completion, and improvement of Suburban’s facilities and infrastructure; (3) for the acquisition of utility properties and systems; and (4) to reimburse its treasury for capital expenditures;

- (4) Waive the Public Utilities Code § 818 requirements that apply to short-term borrowing in connection with Suburban's short-term borrowing arrangements. The waiver would authorize Suburban to borrow under its short-term arrangements, repayable at periods of up to 24 months from the date of borrowing, rather than the 12-month period permitted for short-term borrowings under the terms of Public Utilities Code § 818;
- (5) Specify that the authority granted pursuant to this Application does not have an expiration date;
- (6) Provide that the authorization be effective upon payment of the fee prescribed in Public Utilities Code § 1904 (b) and that the authorization requested in this Application is in addition to, continues, and incorporates the authorizations Suburban received under prior financing decisions;
- (7) Grant such further, additional and other relief as the Commission may deem to be necessary or proper.

In light of current market conditions and Suburban's capital improvement plans presented in its pending General Rate Case proceeding, Suburban respectfully requests that its Application be acted upon as expeditiously as possible.

II. APPLICANT INFORMATION

Suburban's legal name is Suburban Water Systems. Suburban is a California corporation organized under the laws of the State of California on April 18, 1907. Its principal place of business is 1325 N. Grand Ave., Suite 100, Covina, California, 91724-4044.

Suburban is a public utility corporation engaged principally in the business of providing water service. Suburban's service area covers approximately forty-three square miles in Orange

and Los Angeles counties, comprising all or part of Covina, West Covina, La Puente, Glendora, Hacienda Heights, Whittier, La Mirada, Buena Park, La Habra, Walnut, portions of Compton and Willowbrook, an unincorporated area of Los Angeles County, and other adjacent unincorporated areas of Los Angeles County and Orange County.

Suburban owns wells, pumping equipment, water treatment equipment, reservoirs and tanks, transmission mains, distribution mains, meters, hydrants, land, water rights, and other property necessary for conducting its business.

Suburban is a wholly owned subsidiary of SouthWest Water Company, LLC (“SWWC”).¹ A certified copy of Applicant’s Articles of Incorporation and all amendments are attached as **Exhibit H**.

III. FINANCIAL INFORMATION

Suburban’s financial statements as of December 31, 2024, are attached as **Exhibit A**. Suburban’s audited financial statements as of the latest available date consisting of a balance sheet and its related statement of income for the twelve months ended December 31, 2025, are attached as **Exhibit B** and are hereby made a part of this Application. The original cost of utility plant, together with the related reserves for depreciation and amortization, is shown on the balance sheet included in such financial statements.

In 2006, Suburban issued \$10,000,000 of 6.30% Series E First Mortgage Bonds due in October 2026 pursuant to a Fifth Amendment and Supplement to the Mortgage Indenture,

¹ SWWC anticipates changing its name to Nexus Water Group (US), LLC while this application is pending. The name change is part of the internal reorganization related to the merger approved in D.24-02-014, Decision Adopting Settlement Agreement between Corix Infrastructure Inc., Corix Infrastructure (US) Inc., IIF Subway Investment LP, SW Merger Acquisition Corp., SouthWest Water Company, Suburban Water Systems (U339W) and the Public Advocates Office at the California Public Utilities Commission.

of which \$10,000,000 is still outstanding.² In 2015, Suburban issued \$25,000,000 of 4.42% Series F First Mortgage Bonds due 2035 pursuant to a Sixth Amendment and Supplement to the Mortgage Indenture, of which \$25,000,000 is still outstanding.³ In 2019, Suburban issued \$32,000,000 of 3.70% series G First Mortgage Bond due 2059 pursuant to a Seventh Amendment and Supplement to the Mortgage Indenture, of which \$32,000,000 is still outstanding.⁴ As of December 31, 2025, Suburban had no short-term indebtedness.

As reflected in Suburban's financial statements as of the latest available date attached as **Exhibit B**, as of December 31, 2025, the undepreciated value of Suburban's Utility Plant, including construction work in progress, was \$543,359,000. As of that date, Suburban's reserve for depreciation and amortization was \$178,874,000, resulting in net Utility Plant of \$364,485,000. As reflected in the attached **Exhibit C**, as of December 31, 2025, Suburban's advances were \$8,772,000 and contributions were \$19,372,000, for a total of \$28,144,000. Suburban's recorded and projected capitalization ratios at December 31, 2025, and December 31, 2030 are reflected in the attached **Exhibit D**. Additional financial information, including a five-year projection of cash flows, is included in the attached **Exhibit E**.

In response to the requirements of Rule 3.5(e) of the Rules of Practice and Procedure and the related provisions of Section 2 of General Order No. 104-A, Suburban states that subsequent to the submission of its last annual Report, there have been no transactions to

² D.06-10-022, *Application of Suburban Water Systems U-391-W for Authority to Issue, Sell, and Deliver its Series E First Mortgage Bonds Not Exceeding \$10,000,000 Principal Amount* (as corrected by D.06-10-024.)

³ D.15-03-032, *Application of Suburban Water Systems U-339-W for Authority to Issue, Sell, and Deliver its First Mortgage Bonds Not Exceeding \$25,000,000 Principal Amount*.

⁴ D.19-09-046, *Application of Suburban Water Systems U-339-W for Authority to Issue, Sell, and Deliver its First Mortgage Bonds Not Exceeding \$32,000,000 Principal Amount*.

which it has been a party involving the purchase of materials and equipment, or the contracting, arranging or paying for construction, maintenance work, or services, with or from any persons set forth in Section 2 of General Order No. 104-A. No such transactions currently are proposed.

The issuance and sale of Debt Securities for which Applicant seeks authorization will simply effect a change in the form and amount of Applicant's debt. Accordingly, such activity will not cause either a direct or a reasonably foreseeable indirect physical change in the environment. The activity therefore does not constitute a "project" within the meaning of the California Environmental Quality Act ("CEQA") and does not require an environmental impact review pursuant to CEQA. *See* Public Resources Code § 21065.

IV. DESCRIPTION OF THE NEW DEBT SECURITIES

A. Description of the Transaction

Suburban proposes to obtain debt capital in an aggregate principal amount not to exceed \$175 million through the issuance and sale of Debt Securities in two or more financings. Suburban seeks authority to issue the new Debt Securities so that it may expeditiously secure indebtedness at the lowest possible cost and with the most favorable terms that are consistent with Suburban's capital requirements. The fluctuating conditions of the financial market do not allow Suburban to ascertain, at this time, which of its new Debt Securities (or combination thereof) would provide the most favorable terms. Suburban has not, at the present time, entered into any contract for the purchase and sale of its new Debt Securities. Suburban intends to determine the precise characteristics and methods associated with the issuance of each type of new Debt Securities at the time of sale with due regard for existing and anticipated financial market conditions. Such characteristics and methods include, among others, the amount, price,

terms and conditions, and interest rate (which may be, among others, fixed, adjustable, variable, or set by auction or remarketing). The following describes the types of new Debt Securities that may be issued and the types of market terms commonly associated with each type of new Debt Security.

First Mortgage Bonds: Suburban anticipates that the new Debt Securities would be sold for cash at an interest rate to be determined in light of market conditions at the time of sale. The interest rate may be fixed, adjustable or variable or set by auction or remarketing or other rate setting procedures, and may be redeemable prior to maturity, in whole or in part, (a) at the option of Suburban at any time on not more than sixty and not less than thirty days prior notice, at par plus accrued interest, plus the Make-Whole Amount, if any, and (b) upon receipt of proceeds by the trustee under the Indenture as a result of a casualty or condemnation, at the option of Suburban at par plus accrued interest, without the Make-Whole Amount. The Make-Whole Amount is the excess amount of the discounted value of the remaining scheduled payments for the principal called for redemption over the amount of such called principal. The Make-Whole Amount may in no event be less than zero. For purposes of the discounted value, the rate is equal to the interpolated yield of a U.S. Treasury security with a maturity equal to the remaining life of the called bonds +50 basis points.

Bonds or debentures may not be redeemable for a specified period or until the occurrence of a specified event, may be redeemable at the option of the holder in specified circumstances, may be redeemed at the option of Suburban, or may be required to be redeemed upon the occurrence of certain specified events.

The bonds or debentures may be secured (including mortgage bonds) or unsecured, may be issued at par or with an original issue discount, and may contain other terms customary in transactions of this type.

Promissory Notes: Suburban anticipates that notes would be sold for cash at an interest rate to be determined in light of market conditions at the time of sale. The notes may be secured or unsecured and the interest rate may be fixed, adjusted or variable, or set by other rate setting procedures. At the option of Suburban, the notes may be non-redeemable, not redeemable for a specified period or until the occurrence of a specified event, or redeemable at the option of the holder or have other redemption features.

Notes may be issued by private placement through a negotiated process, the agreement with lenders or investors would set forth, among other things, the principal amount, the interest rate, and the maturity date of that series of notes and the redemption features and other features, if any, of the notes. Suburban hereby requests authorization to negotiate, execute and deliver, as necessary, new indentures, supplemental indentures, board resolutions, and any other agreements in a form Suburban believes appropriate and that reflects the terms of the notes.

Loans: From time to time it may be advantageous for Suburban to borrow directly from banks, insurance companies, private debt funds, business development companies, its parent company SWWC through intercompany promissory notes, or other financial institutions on a negotiated basis. Suburban intends to confine its borrowing of this nature to situations designed to result in a lower overall cost of funds and/or more advantageous terms and conditions than currently would be available through the issuance of other types of Debt Securities. Loans, if obtained, would be obtained pursuant to credit, loan or other financing agreements. Such agreements would set forth, among other things, the principal amount, the interest rate, the

maturity of the debt, and whether amounts repaid could be re-borrowed. Suburban hereby requests authorization to negotiate, execute and deliver, as necessary, credit, loan or other financing agreements, reimbursement obligations under letters of credit or financial guaranty insurance or other security or guarantees as necessary, in a form that Suburban believes appropriate and that reflects the terms of the loans.

Debt Enhancement Features: Market practices and standards in the long-term debt market are continually changing and evolving, with innovative debt enhancement features designed to allow borrowers flexibility to take advantage of market opportunities and adjustments to pricing to obtain low-cost debt financing. Suburban seeks authorization to negotiate and enter into debt enhancement features including, but not limited to, those described below that in its discretion and judgment will result in terms for its debt issues described above, under then-current market conditions that should reduce the overall cost of debt for the benefit of ratepayers.

A brief description and rationale for certain potential debt enhancement features, which Suburban may wish to use, are set forth below:

1. Delayed Drawdown

To provide flexibility to take advantage of then-current market rates and to save issuance costs, Suburban may enter into long-term loans or issue Debt Securities where the full principal amount is not borrowed immediately but through a series of disbursements which fund over a period of time.

2. Redemption Provisions

A specific Debt Security may contain a provision allowing it to be redeemed or repaid prior to maturity. An early redemption provision may allow the Debt Securities to be redeemed or repaid at any time, or only after a certain period. The Debt Security may

be redeemable at par, at a premium over par, or at a stated price. Suburban wishes to have the flexibility which a redemption provision offers, to reduce the cost of financing should future market conditions provide an opportunity to redeem at lower interest costs.

3. Sinking Funds

A sinking fund normally operates in one of two ways: (1) Suburban may set aside a sum of money at specified dates so that, at the maturity date of the bond issue, there is a pool of cash available to redeem the issue, or (2) Suburban may redeem specified portions of the bond issue at agreed upon dates. The interest rate and overall cost of the Debt Securities may be reduced by the use of a sinking fund.

4. Tax Exemption Option

The cost of Debt Securities may be reduced by issuing them through a governmental body, political subdivision, or other conduit issuer, thereby obtaining tax-exempt status for such securities. Suburban may use a tax-exempt option if its facilities qualify for tax-exempt financing under federal law and Suburban is able to obtain the necessary governmental approvals for issuance of tax-exempt debt.

5. Treasury Lock

A Treasury Lock debt enhancement feature would “lock in” the treasury component cost for Suburban’s contemplated Debt Security. Suburban could then delay issuance of a Debt Security and capture the current Treasury yield by selling short Treasury securities (i.e., selling Treasury securities that it does not own) of a maturity comparable to that of the contemplated debt security. If interest rates rise, Suburban would cover its short Treasury position at a profit, which would be offset by the

higher interest cost of the newly issued securities. If interest rates decline, Suburban would cover its short Treasury position at a loss, but this would be offset by the lower cost of the newly issued Debt Securities.

B. Use of the Proceeds

Suburban intends to use the net proceeds received from the proposed issuance of Debt Securities for any of the proposed purposes permitted under Public Utilities Code § 817, including but not limited to (i) water utility plant construction, completion, replacement, extension, or improvements of its existing facilities, (ii) acquisition of property and/or water systems, (iii) working capital for operations, (iv) repayment of maturing then-outstanding debt, (v) redemption of then-outstanding debt, (vi) reimbursement of its treasury for monies expended and to be expended for the design, construction, completion, extension, or improvement of utility plant facilities and to repay short-term indebtedness incurred for such purposes. See attached **Exhibit F** for a five-year projection of Suburban's construction budget. These expenditures are necessary to allow Suburban to continue to provide safe and reliable water service to its customers.

C. New Financing Rule

Pursuant to Commission Decision No. 12-06-015 issued on June 7, 2012, the Commission adopted a new financing rule (the "New Financing Rule"),⁵ which replaced the former Competitive Bidding Rule adopted pursuant to Commission Decision No. 38614, as amended in Commission Decision Nos. 49941, 75556, and 81908 and Commission Resolutions No. F-591 and No. F-616. Among the changes, the New Financing Rule allows utilities to choose whether to issue debt via competitive or negotiated bid, as long as the basis for the method is chosen to achieve the lowest

⁵ D.12-06-015 adopted the New Financing Rule and General Order 24-C.

cost of capital; requires utilities with \$25 million or more of operating revenues to make every effort to encourage, assist, and recruit Women-, Minority-, Disabled Veteran-Owned Business Enterprises (“WMDVBE.”) in being appointed as lead underwriter, book runner or co-manager of debt offerings; eliminates the notification and form of communication requirement for the solicitation of bids; has new requirements for the use of debt enhancement features; and provides additional exemptions applicable to use of the New Financing Rule.

Supplier Diversity Program: In compliance with California Public Utilities Code §§ 8281-8286 and the Commission’s General Order 156, Suburban maintains its Utility Supplier Diversity Program (“USDP”) that encourages women-, minority-, disabled veteran-, lesbian-, gay-, bisexual- and transgender-owned enterprises (“WMDVLGBTE”) to supply Suburban with needed products and services. As reported in Suburban’s 2025 Annual Report on the utilization of WMDVLGBTE, 46.16% of its 2025 annual procurement expenditures were awarded to WMDVLGBTE firms. Suburban continues to educate employees about USDP and participates in outreach events for WMDVLGBTE business.

Suburban commits to use its best efforts to encourage the participation of diverse suppliers in any transaction conducted under the requested authorization in this Application. In addition, where diverse suppliers are unavailable or unqualified to perform the subject services, Suburban will use its best efforts to encourage the secondary use of diverse suppliers by its elected suppliers, within the spirit of its supplier diversity program. Suburban will continue its commitment to use its best efforts to encourage the participation of diverse suppliers on any future financings.

V. WAIVER TO ALLOW SHORT-TERM BORROWING UP TO 24 MONTHS

Public Utilities Code § 818 restricts the issuance of short-term debt to a 12-month period. Suburban seeks a waiver from those requirements that apply to short-term borrowings by

authorizing Suburban to borrow up to 24 months under its short-term borrowing arrangements rather than the 12-month period currently permitted for short-term borrowings under Public Utilities Code § 818. This would potentially provide financing cost savings when prevailing short-term interest rates are relatively low, helping lower Suburban's cost of providing utility service.

The waiver could provide financing cost savings by allowing Applicant greater flexibility when issuing long-term debt to potentially avoid periods of high market volatility and by allowing Suburban to issue larger amounts less frequently, potentially lowering transaction costs. Given the cost of issuance for long-term debt, it may be more cost effective to accumulate shorter-term debt in order to eventually issue a larger amount of long-term debt in a given issue.

VI. PROPOSED CATEGORIZATION, NEED FOR HEARING AND PROPOSED SCHEDULE

Pursuant to Commission Rule 7.1, this Application is a rate setting proceeding, even though it does not set rates, because it does not clearly fit in any other category. Suburban does not believe evidentiary hearings are necessary in this proceeding because it does not anticipate any issues arising from this Application as Suburban's purposes for issuing the debt covered by this Application are among the approved purposes listed in Public Utilities Code § 817. Suburban does not request authority to issue debt to fund specific future capital projects or other purposes listed in Section 817, which might require a determination of reasonableness or necessity for the acquisition, construction or maintenance of utility property.

The requested authority concerns only the form and amount of Suburban's debt financing and will not directly affect the safe operations of Suburban's water system. To the extent that Suburban uses the proceeds from the issuance of the Debt Securities for working capital for

operations and to finance water utility plant construction, completion, replacement, extension, or improvements of its existing facilities it will further Suburban's ability to comply with existing safety laws and regulations and enhance the safety of its facilities.

Suburban is not in danger of becoming over-leveraged as result of this new debt. The authorization requested herein does not presuppose the reasonableness of the cost of this debt or the resultant capital structure for calculation of Suburban's rates. The Commission sets the cost of capital and capital structure for Suburban in its Cost of Capital proceedings.

Suburban respectfully requests that the Commission find that no hearing is necessary, so that the grant of the authorizations sought herein at the earliest possible date will permit Suburban to proceed with its proposed financings in an expeditious manner. Such expeditious treatment will, in turn, allow Suburban to pursue its utility objectives in a more timely and cost-effective manner to the benefit of ratepayers. Accordingly, Suburban submits the following schedule:

<u>EVENT</u>	<u>DATE</u>
Application Filed	October 15, 2026
Protest Filed, if any	30 days after notice of filing in the Commission's Daily Calendar
Proposed Decision	January 15, 2027
Final Decision	March 15, 2027

If no protests or responses are filed within 30 days of notices of the Application appearing on the Daily Calendar, Suburban requests that the reply period be eliminated. If this Application is not contested and the Proposed Decision grants the authorizations requested, Suburban requests that the Commission reduce the period for public review and comment on the

Proposed Decision pursuant to Rule 14.6(c)(2) of the Commission's Rules of Practice and Procedure.

VII. COMMUNICATIONS CONCERNING APPLICATION

Correspondence or communications with regard to this application should be addressed and delivered to:

Edward Jackson
Vice President, Regulatory Affairs
Suburban Water Systems
1325 N. Grand Ave., Suite 100
Covina, CA 91724-4044
Telephone: (626) 543-2590
Email: Ed.Jackson@nexuswg.com

Lori Anne Dolqueist
Nossaman LLP
50 California St., 34th Fl.
San Francisco, CA 94111
Telephone: (415) 398-3600
Email: ldolqueist@nossaman.com

Attorney for Applicant
Suburban Water Systems

VIII. REQUESTED AUTHORIZATIONS

Suburban respectfully requests that the Commission proceed expeditiously in the approval of this application because the public interest does not require a hearing on the transactions for which authority is sought hereby, because no useful purpose would be served by such a hearing, and because the delay involved in a hearing would be adverse to the interest of both Suburban and its customers.

WHEREFORE, Suburban respectfully requests that this Commission:

- (1) Authorize Suburban to issue long-term debt in the aggregate principal amount not to exceed \$175 million through the issuance and sale of First Mortgage Bonds, notes, or other evidences of its indebtedness (collectively, “Debt Securities”), in two or more financings;
- (2) Authorize Suburban’s evidences of indebtedness to be secured by Suburban’s property, pursuant to Public Utilities Code § 851;
- (3) Authorize Suburban to use the net proceeds from the sale of Debt Securities for any purpose permitted under Public Utilities Code § 817 including: (1) for the discharge or refinancing of a portion of its existing indebtedness; (2) for capital expenditures, including construction, completion, and improvement of Suburban’s facilities and infrastructure; (3) for the acquisition of utility properties and systems; and (4) to reimburse its treasury for capital expenditures;
- (4) Authorize Suburban to negotiate, execute and deliver one or more indentures, supplemental indentures, or board resolutions and/or loan, credit or note purchase agreements or other agreements;
- (5) Grant Suburban a waiver from the Public Utilities Code § 818 requirements that apply to short-term borrowing in connection with Suburban’s short-term borrowing arrangements. The waiver would authorize Suburban to borrow under its short-term arrangements repayable at periods up to 24 months from the date of borrowing, rather than the 12-month period permitted for short-term borrowings under Public Utilities Code § 818;
- (6) Specify that the authority granted pursuant to this Application does not have an expiration date;

- (7) Provide that the authorization be effective upon payment of the fee prescribed in Public Utilities Code § 1904(b). The authorization requested in this Application is in addition to, continues, and incorporates the authorizations Suburban received under prior financing decisions; and
- (8) Grant such further, additional and other relief as the Commission may deem to be necessary or proper.

October 21, 2026

Respectfully submitted,

By: /s/ Edward Jackson
Edward Jackson
Vice President, Regulatory Affairs
Suburban Water Systems

VERIFICATION

I, the undersigned, declare:

I am the President of Suburban Water Systems, a California corporation, and am authorized to make this Verification for and on its behalf, and I make this Verification for that reason. I have read the above document and know its contents; the same is true of my own knowledge except as to matters therein stated on information or belief and, as to those matters, I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct. Executed on October 21, 2026 at Covina, California.

/s/ Craig Gott
Craig Gott, President
Suburban Water Systems

EXHIBIT A

EXHIBIT A

Page 1 of 3

SUBURBAN WATER SYSTEMS
BALANCE SHEET
DECEMBER 31, 2024
(Dollars in Thousands)

ASSETS**Utility Property, Plant and Equipment:**

Utility property, plant and equipment, at cost	\$522,691
Less accumulated depreciation & amortization	<u>165,410</u>
Utility Property, Plant and Equipment, Net	357,281

Current Assets:

Cash and cash equivalents	936
Accounts receivable, net	12,063
Related party receivable to Parent Company	0
Other current assets	<u>1,572</u>
Total Current Assets	<u>14,571</u>

Other Assets:

Deferred debt issuance cost	409
Other	<u>31,648</u>
Total Other Assets	<u>32,057</u>

Total Assets \$403,909

CAPITALIZATION and LIABILITIES**Capitalization:****Common Stockholder's Equity:**

Common stock	\$745
Capital surplus	34,318
Retained earnings	<u>138,520</u>
Total Common Stockholder's Equity	<u>173,583</u>

Cumulative Preferred Stock 3,982

Long-term Debt:

Bonds	<u>67,000</u>
Total Capitalization	<u>244,565</u>

Current Liabilities:

Accounts payable	1,449
Payables to affiliated companies	85,701
Other current liabilities	<u>13,328</u>
Total Current Liabilities	<u>100,478</u>

Other Liabilities and Deferred Credits:

Advances for construction	8,868
Contributions in aid of construction	19,056
Other liabilities and deferred credits	<u>30,942</u>
Total Other Liabilities and Deferred Credits	<u>58,866</u>

Capitalization and Liabilities \$403,909

EXHIBIT A

Page 2 of 3

SUBURBAN WATER SYSTEMS
 STATEMENTS OF INCOME AND RETAINED EARNINGS
 FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2024
 (Dollars in Thousands)

Operating revenues	\$104,048
Operating expenses and taxes	
Operating expenses	61,058
Depreciation and amortization	16,117
Taxes	7,684
Total operating expenses and taxes	<u>84,859</u>
Utility operating income	<u>19,189</u>
Other income/(expense):	
Interest expense and amortization of deferred debt issuance cost	(7,001)
Other income/(expense)	527
Total other income	<u>(6,474)</u>
Net income	<u><u>\$12,715</u></u>
Beginning retained earnings	\$132,332
Net income	12,715
Less preferred dividends paid:	
Series A	115
Series B	54
Total preferred dividends paid	<u>169</u>
Common dividends paid	6,358
Total dividends paid	<u>6,527</u>
Ending retained earnings	<u><u>\$138,520</u></u>

EXHIBIT A

Page 3 of 3

SUBURBAN WATER SYSTEMS
STATEMENTS OF CASH FLOWS
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2024
(Dollars in Thousands)

Cash flows from operating activities

Net income	\$12,715
Adjustments to reconcile net income to net cash provided by operating activities	
Depreciation and amortization	16,117
Changes in assets and liabilities	
Accounts receivable	(892)
Other current liabilities	1,468
Accounts payable	(496)
Other current assets	762
Other	(3,566)
Net cash provided for operating activities	<u>\$26,108</u>

Cash flows from investing activities

Additions to property, plant, and equipment	(41,158)
Net cash used in investing activities	<u>(\$41,158)</u>

Cash flows from financing activities

Related-party payable to Parent Company	36,185
Payments on long-term debt	(15,000)
Dividends paid	(6,527)
Refunds of deposits and advances for construction	1,566
Receipts of deposits, advances and contributions in aid of construction	(671)
Net cash used in financing activities	<u>\$15,553</u>

Net increase (decrease) in cash and cash equivalents	503
Cash and cash equivalents at the beginning of year	433
Cash and cash equivalents at end of December	<u>\$936</u>

Supplemental disclosure of cash flow information

Cash paid during the year for:	
Interest	\$3,465

EXHIBIT B

EXHIBIT B

Page 1 of 3

SUBURBAN WATER SYSTEMS
BALANCE SHEET
DECEMBER 31, 2025
(Dollars in Thousands)

ASSETS**Utility Property, Plant and Equipment:**

Utility property, plant and equipment, at cost	\$543,359
Less accumulated depreciation & amortization	<u>178,874</u>
Utility Property, Plant and Equipment, Net	364,485

Current Assets:

Cash and cash equivalents	636
Accounts receivable, net	11,408
Other current assets	<u>1,335</u>
Total Current Assets	<u>13,379</u>

Other Assets:

Deferred debt issuance cost	379
Other	<u>34,722</u>
Total Other Assets	<u>35,101</u>

Total Assets \$412,965

CAPITALIZATION and LIABILITIES**Capitalization:****Common Stockholder's Equity:**

Common stock	\$745
Capital surplus	34,318
Retained earnings	<u>143,522</u>
Total Common Stockholder's Equity	<u>178,585</u>

Cumulative Preferred Stock 3,982

Long-term Debt:

Bonds	<u>57,000</u>
Total Capitalization	<u>239,567</u>

Current Liabilities:

Accounts payable	2,397
Related party payable to Parent Company	84,113
Matured Long-Term Debt (Series E)	10,000
Other current liabilities	<u>14,395</u>
Total Current Liabilities	<u>110,905</u>

Other Liabilities and Deferred Credits:

Advances for construction	8,772
Contributions in aid of construction	19,372
Other liabilities and deferred credits	<u>34,349</u>
Total Other Liabilities and Deferred Credits	<u>62,493</u>

Capitalization and Liabilities \$412,965

EXHIBIT B

Page 2 of 3

SUBURBAN WATER SYSTEMS
 STATEMENTS OF INCOME AND RETAINED EARNINGS
 FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2025
 (Dollars in Thousands)

Operating revenues	\$106,036
Operating expenses and taxes	
Operating expenses	65,786
Depreciation and amortization	17,471
Taxes	7,057
Total operating expenses and taxes	<u>90,314</u>
Utility operating income	<u>15,722</u>
Other income/(expense):	
Interest expense and amortization of deferred debt issuance cost	(6,582)
Other income/(expense)	221
Total other income	<u>(6,361)</u>
Net income	<u><u>\$9,361</u></u>
Beginning retained earnings	\$138,520
Net income	9,361
Less preferred dividends paid:	
Series A	115
Series B	54
Total preferred dividends paid	<u>169</u>
Common dividends paid	4,190
Total dividends paid	<u>4,359</u>
Ending retained earnings	<u><u>\$143,522</u></u>

EXHIBIT B

Page 3 of 3

SUBURBAN WATER SYSTEMS
STATEMENTS OF CASH FLOWS
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2025
(Dollars in Thousands)

Cash flows from operating activities

Net income	\$9,361
Adjustments to reconcile net income to net cash provided by operating activities	
Depreciation and amortization	17,471
Changes in assets and liabilities	
Accounts receivable	655
Other current liabilities	1,067
Accounts payable	948
Other current assets	237
Other	(3,570)
Net cash provided for operating activities	<u>\$26,169</u>

Cash flows from investing activities

Additions to property, plant, and equipment	(21,624)
Net cash used in investing activities	<u>(\$21,624)</u>

Cash flows from financing activities

Related-party payable to Parent Company	(1,588)
Dividends paid	(4,359)
Refunds of deposits and advances for construction	1,898
Receipts of deposits, advances and contributions in aid of construction	(796)
Net cash used in financing activities	<u>(\$4,845)</u>

Net increase (decrease) in cash and cash equivalents	(300)
Cash and cash equivalents at the beginning of year	936
Cash and cash equivalents at end of September	<u>\$636</u>

Supplemental disclosure of cash flow information

Cash paid during the year for:	
Interest	\$2,849

EXHIBIT C

EXHIBIT C

SUBURBAN WATER SYSTEMS
APPLICATION TO ISSUE EVIDENCE OF INDEBTEDNESS
ADVANCES AND CONTRIBUTIONS
AS OF DECEMBER 31, 2025
(Dollars In Thousands)

Advances for Construction	\$8,772
Contribution in Aid of Construction	<u>\$19,372</u>
Total Advances and Contributions	<u><u>\$28,144</u></u>

EXHIBIT D

EXHIBIT D

SUBURBAN WATER SYSTEMS APPLICATION TO ISSUE EVIDENCE OF INDEBTEDNESS CAPITALIZATION RATIOS (Dollars in Thousands)

	<u>December 31, 2025</u>		<u>December 31, 2030</u>	
	\$	%	\$	%
Long-Term Debt:				
Current	\$57,000	22.8%	\$57,000 (a)	
Long-Term Debt Maturing in October 2026	\$10,000	4.0%		
Proposed Long-Term Debt Issuance			\$175,000 (a)	
Estimated Long-Term Debt			<u>\$232,000</u>	37.4%
Preferred Stock Equity	\$3,982	1.6%	\$3,982	0.6%
Common Stock Equity	<u>\$178,585</u>	<u>71.6%</u>	<u>\$384,381 (b)</u>	<u>62.0%</u>
Total Capitalization	<u>\$249,567</u>	<u>100.0%</u>	<u>\$620,363</u>	<u>100.0%</u>

(a) Increase in Long-Term Debt Required at This Time:

Current Long-Term Debt	\$57,000
Proposed Long-Term Debt Issuance	<u>\$175,000</u>
Proposed Long-Term Debt Total	<u>\$232,000</u>

(b) Increase in Common Stock Equity of \$205,795 from December 31, 2025 to December 31, 2030 represents additional retained earnings net of dividends, and equity infusions by SouthWest Water Company, LLC.

EXHIBIT E

EXHIBIT E
SCHEDULE 1

SUBURBAN WATER SYSTEMS
APPLICATION TO ISSUE EVIDENCE OF INDEBTEDNESS
ANNUAL CASH FLOW PROJECTIONS
(Dollars in Thousands)

	2026	2027	2028	2029	2030	Total
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>						
Net Cash Provided by Operating Activities	\$39,311	\$42,308	\$48,467	\$54,136	\$59,919	
Less Dividends	(\$10,934)	(\$13,638)	(\$15,899)	(\$17,937)	(\$19,999)	
Net Cash Provided by Operating Activities Adjusted for Dividends	\$28,377	\$28,670	\$32,568	\$36,199	\$39,919	
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>						
Construction Expenditures	(\$30,009)	(\$96,288)	(\$80,998)	(\$76,199)	(\$78,952)	
Less: Advances and Contributions net of Refunds and Other Sources	(\$78,808)	(\$5,050)	(\$8,635)	(\$8,521)	(\$8,523)	
Net Cash Used in Investing Activities	(\$108,816)	(\$101,338)	(\$89,632)	(\$84,720)	(\$87,475)	
Free Cash Flow	(\$80,439)	(\$72,668)	(\$57,065)	(\$48,521)	(\$47,556)	
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>						
Capital Contributions	\$22,619	\$40,814	\$30,437	\$24,506	\$23,267	141,643
Repayment of Inter-Company Payable	\$0	\$0	\$0	\$0	\$0	
Repayment of Series E Bonds	(\$10,000)					
Net Cash Used in Investing Activities	\$12,619	\$40,814	\$30,437	\$24,506	\$23,267	
Long-Term Debt Authorization Needed (Includes Refinancings)	(\$67,820)	(\$31,854)	(\$26,628)	(\$24,015)	(\$24,289)	
Requested	(\$67,820)	(\$31,854)	(\$26,628)	(\$24,015)	(\$24,289)	(\$174,606)
Requested Long-Term Debt Issuance,						
Total Estimated Long-Term Debt Issuance Through 2030 (rounded to the nearest million)						(\$175,000)
Total Estimated Additional Financing Required						\$316,643

EXHIBIT E
SCHEDULE 2

SUBURBAN WATER SYSTEMS
APPLICATION TO ISSUE EVIDENCE OF INDEBTEDNESS
ANNUAL SOURCES AND USES
(Dollars In Thousands)

	2026	2027	2028	2029	2030	TOTAL
Construction Expenditures	\$30,009	\$96,288	\$80,998	\$76,199	\$78,952	\$362,445
Repayment of Inter-Company Payable	0	0	0	0	0	0
Repayment of Series E Bonds	10,000					10,000
	40,009	96,288	80,998	76,199	78,952	372,445
Less Estimated Net Cash Provided from Internal Sources, Equity Infusion and Other	27,811	(64,434)	(54,370)	(52,184)	(54,663)	(197,839)
Estimated Cash Requirements Requested Long-Term Debt	\$67,820	\$31,854	\$26,628	\$24,015	\$24,289	\$174,606
Total Estimated Long Term Debt Through 2030 (rounded to the nearest million)						\$175,000
Requested Long-Term Debt Issuance in this Application						<u>\$175,000</u>

EXHIBIT F

EXHIBIT F

SUBURBAN WATER SYSTEMS APPLICATION TO ISSUE EVIDENCE OF INDEBTEDNESS PROJECTED CONSTRUCTION BUDGETS (Dollars In Thousands)

	2026	2027	2028	2029	2030	TOTAL
New Wells and Source of Supply	\$633	\$657	\$9,884	\$3,911	\$0	\$15,085
Reservoir Improvements	\$0	\$0	\$2,368	\$7,439	\$7,663	\$17,470
Pumps and Equipment	\$1,116	\$371	\$4,013	\$0	\$1,641	\$7,141
Transmission and Distribution Main Replacements	\$4,560	\$36,007	\$38,326	\$39,476	\$40,660	\$159,029
Other	\$23,700	\$59,253	\$26,406	\$25,373	\$28,988	\$163,719
Total Capital Expenditures	\$30,009	\$96,288	\$80,998	\$76,199	\$78,952	\$362,445

EXHIBIT G

EXHIBIT G

SUBURBAN WATER SYSTEMS APPLICATION TO ISSUE EVIDENCE OF INDEBTEDNESS COMPUTATION OF FEE TO COMMISSION

Fee to be Paid for Authority to Issue Long-Term Financing
Pursuant to Section 1904 of Public Utilities Code.

Gross Amount of Issue	Amount (\$000)	Rate/\$000	Amount of Fee
Long-Term Debt	\$175,000		
Step I	\$1,000 X	\$2.00 =	\$2,000
Step II	\$9,000 X	\$1.00 =	\$9,000
Step III	\$165,000 X	\$0.50 =	\$82,500
	\$175,000		
Total Fee			<u>\$93,500</u>

EXHIBIT H

A0518944

0050124

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SUBURBAN WATER SYSTEMS**

DT
FILED

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

DEC 19 2004

Kevin Shelley
KEVIN SHELLEY, Secretary of State

The undersigned certify that:

1. They are the President and the Secretary, respectively, of Suburban Water Systems, a California corporation.
2. Article FIFTH of the Articles of Incorporation of the corporation is amended to read as follows:

"That the number of directors of said corporation shall be three (3) and that the names and residences of the directors who were appointed for the first year to serve until the election and qualification of such directors, are as follows, to wit:

L. M. Holt	Los Angeles, California
H. B. Black	Los Angeles, California
Alice Henderson	Los Angeles, California
Emery Hultquist	Los Angeles, California
R. B. Kirchhoffer	Los Angeles, California

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the sole shareholder in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 149,076 common shares, 43,843.80 Series A preferred shares and 35,081.50 Series B preferred shares. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

[Signature Page Follows]

Oct. 19, 2004 3:53PM Southwest Water Company

No. 1761 P. 3

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.

Date: October 19, 2004

Michael Quinn, President

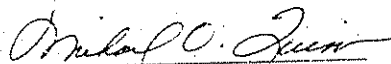
Richard Shields
Richard Shields, Secretary

LA11334363 I



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.

Date: October 19, 2004


Michael Quinn, President

Richard Shields, Secretary

NAME CHG. TO: SUBURBAN WATER SYSTEMS

50124

A252602

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SOUTHWEST SUBURBAN WATER

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

AUG 9 1982

MARCH FONG EU, Secretary of State

Deputy

ANTON C. GARNIER and RANDELL J. VOGEL certify that:

1. They are the President and the Secretary, respectively, of SOUTHWEST SUBURBAN WATER, a California corporation.

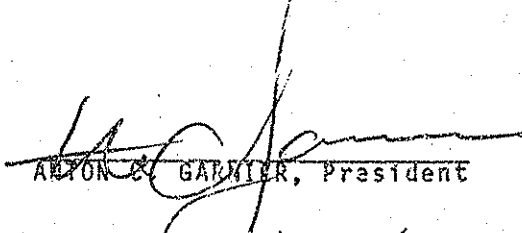
2. Article First of the Articles of Incorporation of this corporation is amended to read, in its entirety, as follows:

"FIRST: That the name of this corporation shall be SUBURBAN WATER SYSTEMS."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

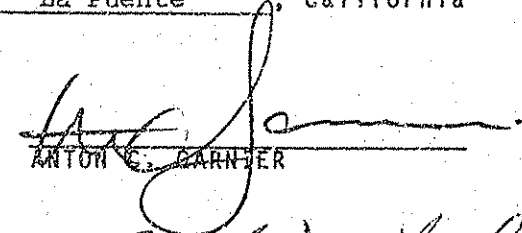
4. The foregoing amendment of Articles of Incorporation has been duly approved by the sole shareholder in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 149,076 common shares and 79,645.33 preferred shares (both Series "A" and Series "B"). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

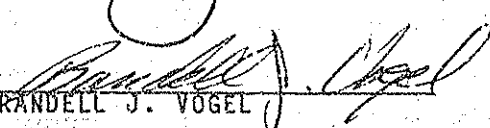
RW


ANTON E. GARTNER, President


RANDELL J. VOGEL, Secretary

The undersigned declare under penalty of perjury that
the matters set forth in the foregoing certificate are true and
correct. Executed at La Puente, California
on July 22, 1982.


ANTON E. GARTNER


RANDELL J. VOGEL

NA CHGE TO: SOUTHWEST SUBURBAN WATER

50124

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SUBURBAN WATER SYSTEMS

A170810

FILED

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

OCT 19 1976

MARCH LONG EU, Secretary of State

By *[Signature]*
Deputy

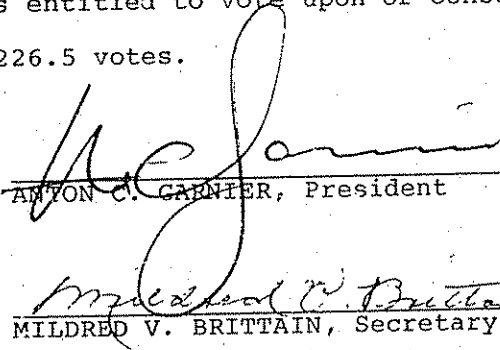
ANTON C. GARNIER and MILDRED V. BRITTAIN certify:

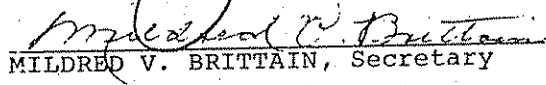
1. That they are the President and the Secretary, respectively, of SUBURBAN WATER SYSTEMS, a California corporation.
2. That at a meeting of the Board of Directors of said corporation, duly held at Los Angeles, California, on September 23, 1976, the following resolution was adopted:

"RESOLVED, that Article First of the Articles of Incorporation of this corporation be amended to read, in its entirety, as follows:

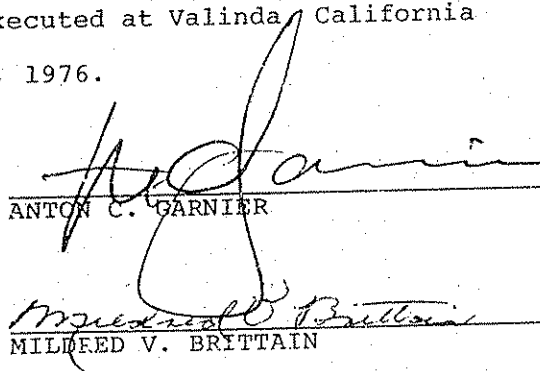
'FIRST: That the name of this corporation shall be Southwest Suburban Water.'"
3. That the sole shareholder of this corporation has adopted said amendment by written consent. That the wording of the amended article, as set forth in the shareholder's written consent, is the same as that set forth in the directors' resolution in Paragraph 2 above.
4. That the number of shares represented by said written consent is 149,076 common shares having 149,076 votes and 79,645.3 preferred shares (both Series "A" and Series "B"), together aggregating 398,226.5 votes. That the total number of common shares entitled to vote upon or consent to the amendment is 149,076 shares, each having one vote and the total number of preferred shares of both Series "A"

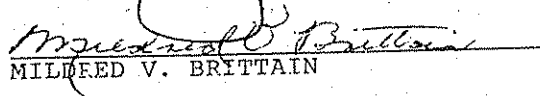
and Series "B" entitled to vote upon or consent to said amendment is 79,645.3 shares, each share having five votes. The total number of votes entitled to vote upon or consent to the amendment is 398,226.5 votes.


ANTON C. GARNIER, President


MILDRED V. BRITTAIN, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Valinda, California on October 6, 1976.


ANTON C. GARNIER


MILDRED V. BRITTAIN

1000
A125887
FILED
In the office of the Secretary of State
of the State of California
SEP 20 1972
EDMUND G. BRUYER, Jr., Secretary of State
By *Bill Holden* Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SUBURBAN WATER SYSTEMS

ANTON C. GARNIER and MILDRED V. BRITTAIN certify

1. That they are, respectively, and have been, at all times herein mentioned, the duly elected President and Secretary of SUBURBAN WATER SYSTEMS, a California corporation:

2. That at a Special Meeting of the Board of Directors of said Corporation, duly held at the office of the Corporation, located at 16340 East Maplegrove Street, Valinda, California at the hour of 2:30 p.m., on the 27th day of June, 1972, the following resolution was adopted:

RESOLVED, that the first full paragraph of Article SIXTH of the Articles of Incorporation which presently reads:

3
"SIXTH: This corporation shall be authorized to issue one class of common stock and two classes of preferred stock. The two classes of preferred stock are to be designated as Series "A" and Series "B", respectively. The total number of shares which this corporation shall be authorized to issue is Two Hundred Twenty Thousand shares, and the aggregate par value of all shares that are to have a par value shall be Seven Million Dollars. The number of common shares that are to have a par value shall be One Hundred Thousand shares, and the par value of each share of such stock shall be \$10.00; the number of Series "A" preferred shares that are to have a par value shall be Forty Thousand shares and the par value of each share of such stock shall be \$50.00; and the number of Series "B" preferred shares that are to have a par value shall be Eighty Thousand shares and the par value of each share thereof shall be \$50.00. The reduction of par value of the common stock of \$50.00 to \$10.00 shall have the effect of creating the right in each holder of common shares to receive five (5) shares for each share presently held. Said reduction of par value of common shares shall have no other effect. The reclassification of Preferred Shares shall have the sole effect of entitling holders of outstanding Class "A" Preferred Shares to exchange said shares for an equal number of Series "A" Preferred Shares; and the holders of outstanding Class "B" Preferred Shares shall be entitled to exchange said shares for an equal number of Series "B" Preferred Shares; otherwise, the reclassification of said Class "A" and Class "B" Preferred Shares shall have no effect upon present or future rights of outstanding Preferred Shareholders."

is hereby amended to read as follows:

-1-

"SIXTH: This corporation shall be authorized to issue one class of common stock and two classes of Preferred stock. The two classes of preferred stock are to be designated Series "A" and Series "B", respectively. The total number of shares which this corporation shall be authorized to issue is Six Hundred Eighty Thousand (680,000) Shares and the aggregate par value of all shares that are to have a par value shall be Eleven Million Five Hundred Thousand Dollars. The number of common shares that are to have a par value shall be Five Hundred Thousand (500,000) Shares and the par value of each share of such stock shall be \$5.00; the number of Series "A" preferred shares that are to have a par value shall be One Hundred Thousand (100,000) Shares and the par value of each share shall be \$50.00; and the number of Series "B" preferred shares that are to have a par value shall be Eighty Thousand (80,000) Shares and the par value of each shall be \$50.00."

Upon the amendment of this Article SIXTH to read as set forth above, each outstanding share of common stock, par value Ten Dollars (\$10) is converted into or reconstituted as three shares of common stock, par value Five Dollars (\$5) per share.

3. That the shareholders have adopted said amendment by resolution at a meeting held at Walnut, California on August 3, 1972. That the wording of the amended Article, as set forth in the shareholders' resolution, is the same as that set forth in the directors' resolution in Paragraph 2 above.

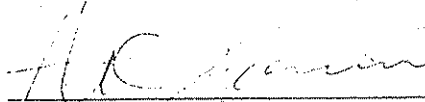
4. That the number of shares which voted affirmatively for the adoption of said resolution was 46,570 common shares having 46,570 votes and 52,972.07 preferred shares (both Series "A" and Series "B"), together aggregating 254,860.35 votes in favor of said amendment to the Articles of Incorporation. That the total number of common shares of said corporation entitled to vote upon or consent to the adoption of said amendment is 49,777 shares, each share having one vote and the total number of preferred shares of both Series "A" and Series "B" entitled to vote upon or consent to the adoption of said amendment is 32,264.69 shares, each share having five votes. The total number of votes entitled to the adoption is 461,101.

Anton C. Garnier, President

Kildred V. Brittain, Secretary

Each of the undersigned declares under penalty
of perjury that the matters set forth in the foregoing
certificate are true and correct.

Executed at Valinda, California, on August 22,
1972.


Anton C. Garnier


Mildred V. Brittain

50124

Cap. structure chg. from \$7,000,000 to \$10,000,000

FILED

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

DEC 26 1961

3 FRANK M. JORDAN, Secretary of State

4 By *[Signature]* Deputy

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
SUBURBAN WATER SYSTEMS

A2 94

The undersigned, CAMILLE A. GARNIER, and CARR H. DEITZ, do hereby certify that they are, respectively, and have been, at all times herein mentioned, the duly elected and acting President and Secretary of SUBURBAN WATER SYSTEMS, a California corporation, and further state:

1. That at a special meeting of the Board of Directors of said corporation, duly held at the office of the corporation, located at 16340 East Maplegrove Street, La Puente, California, at the hour of 2:00 p. m., on the 20th day of November, 1961, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolution was adopted:

"RESOLVED: That the first full paragraph of Article Sixth of the Articles of Incorporation reading as follows:

SIXTH: This corporation shall be authorized to issue one class of common stock and two classes of preferred stock. The two classes of preferred stock are to be designated as Series "A" and Series "B", respectively. The total number of shares which this corporation shall be authorized to issue: Two Hundred Twenty Thousand shares, and the aggregate par value of all shares that are to have a par value shall be Seven Million Dollars. The number of common shares that are to have a par value shall be One Hundred Thousand shares, and the par value of each share of such stock shall be \$10.00; the number of Series "A" preferred shares that are to have a par value shall be Forty Thousand shares and the par value of each share of such stock shall be \$50.00; and the number of Series "B" preferred shares that are to have a par value shall be Eighty Thousand shares and the par value of each share thereof shall be \$50.00. The reduction of par value of the common stock of \$50.00 to \$10.00 shall have the effect of creating the right in each holder of common shares to receive five (5) shares for each share presently held. Said reduction of par value of common shares shall have no other effect. The reclassification of Preferred Shares shall have the sole effect of entitling holders of outstanding Class "A" Preferred Shares to exchange said shares for an equal number of Series "A" Preferred Shares; and the holders of outstanding Class "B" Preferred Shares shall be entitled to exchange said shares for an equal number of Series "B" Preferred Shares; otherwise, the reclassification of said Class "A" and Class "B" Preferred Shares shall have no effect upon present or future rights of outstanding Preferred Shareholders.

be amended to read as follows:

SIXTH: This corporation shall be authorized to issue one class of common stock and two classes of preferred stock. The two classes of preferred stock are to be designated as Series "A"

1 and Series "B", respectively. The total number of shares which
2 this corporation shall be authorized to issue is Two Hundred Eighty
3 Thousand shares in the aggregate par value of all shares that are
4 to have a par value shall be Ten Million Dollars. The number of
5 common shares that are to have a par value shall be One Hundred
6 Thousand shares and the par value of each share of such stock shall
7 be \$10; the number of Series "A" preferred shares that are to have
8 a par value shall be One Hundred Thousand shares and the par value
9 of each share of such stock shall be \$50; and the number of Series
10 "B" preferred shares that are to have a par value shall be Eighty
11 Thousand shares and the par value of each share thereof shall be \$50.

12 "RESOLVED FURTHER: That said amendment is hereby adopted
13 and approved!"

14 2. That the number of shares of said corporation consenting to such
15 amendment of its Articles of Incorporation is 43,455 common shares having
16 43,455 votes and 36,453 preferred shares (both Series "A" and Series "B")
17 having 182,265 votes, and the following is a copy of the form of written consent
18 executed by the shareholders of such shares:

19 "WRITTEN CONSENT OF SHAREHOLDERS TO
20 "AMENDMENT OF ARTICLES OF INCORPORATION
21 "OF
22 "SUBURBAN WATER SYSTEMS

23 "WHEREAS, at a special meeting of the Board of Directors of
24 Suburban Water Systems, a California corporation, duly held at the
25 office of the corporation, located at 16340 East Maplegrove Street,
26 La Puente, California, at the hour of 2:00 p.m., on the 20th day of
27 November, 1961, at which meeting a quorum of the members of said
28 Board of Directors was at all times present and acting, an amendment
29 of the Articles of Incorporation of said corporation was adopted and
30 approved by said Board, providing that the said Articles shall be
31 amended to read as herein set forth in full as follows:

32 "RESOLVED: That the first full paragraph of Article Sixth
of the Articles of Incorporation reading as follows:

"SIXTH: This corporation shall be authorized to issue one
class of common stock and two classes of preferred stock. The
two classes of preferred stock are to be designated as Series "A"
and Series "B", respectively. The total number of shares
which this corporation shall be authorized to issue is Two
Hundred Twenty Thousand shares, and the aggregate par value
of all shares that are to have a par value shall be Seven Million
Dollars. The number of common shares that are to have a par
value shall be One Hundred Thousand shares, and the par value

1 of each share of such stock shall be \$10.00; the number of
2 Series "A" preferred shares that are to have a par value shall
3 be Forty Thousand shares and the par value of each share of
4 such stock shall be \$50.00; and the number of Series "B" pre-
5 ferred shares that are to have a par value shall be Eighty
6 Thousand shares and the par value of each share thereof shall
7 be \$50.00. The reduction of par value of the common stock of
8 \$50.00 to \$10.00 shall have the effect of creating the right in
9 each holder of common shares to receive five (5) shares for
10 each share presently held. Said reduction of par value of
11 common shares shall have no other effect. The reclassification
12 of Preferred Shares shall have the sole effect of entitling holders
13 of outstanding Class "A" Preferred Shares to exchange said
14 shares for an equal number of Series "A" Preferred Shares;
15 and the holders of outstanding Class "B" Preferred Shares
16 shall be entitled to exchange said shares for an equal number
17 of Series "B" Preferred Shares; otherwise, the reclassification
18 of said Class "A" and Class "B" Preferred Shares shall have
19 no effect upon present or future rights of outstanding Preferred
20 Shareholders.

21 be amended to read as follows:

22 "SIXTH: This corporation shall be authorized to issue one
23 class of common stock and two classes of preferred stock. The
24 two classes of preferred stock are to be designated as Series
25 "A" and Series "B", respectively. The total number of shares
26 which this corporation shall be authorized to issue is Two
27 Hundred Eighty Thousand shares in the aggregate par value of
28 all shares that are to have a par value shall be Ten Million
29 Dollars. The number of common shares that are to have a
30 par value shall be One Hundred Thousand shares and the par
31 value of each share of such stock shall be \$10; the number of
32 Series "A" preferred shares that are to have a par value shall
33 be One Hundred Thousand shares and the par value of each share
34 of such stock shall be \$50; and the number of Series "B" pre-
35 ferred shares that are to have a par value shall be Eighty
36 Thousand shares and the par value of each share thereof shall
37 be \$50.

38 'RESOLVED FURTHER: That said amendment is hereby
39 adopted and approved.'

40 "NOW, THEREFORE, each of the undersigned shareholders does
41 hereby adopt, approve, and consent to the foregoing amendment of
42 Articles and has hereunto set his name and following his name has
43 written the date of signing and the number of shares held by him of
44 record on said date entitled to vote.

"Name	Date	Number of Shares	
		Common	Preferred Series "A" Series "B"
_____	_____	_____	_____
_____	_____	_____	_____

45 3. The total number of common shares of said corporation entitled to
46 vote upon or consent to the adoption of said amendments is 44,099, each such
47 common share having one vote and the total number of preferred shares (both
48 Series "A" and Series "B") entitled to vote upon or consent to the adoption of
49 said amendment is 77,667, each share having five votes. The total

number of votes entitled to vote upon or consent to the adoption is

432,434

IN WITNESS WHEREOF, the undersigned have executed this
Certificate of Amendment this 11th day of December, 1961.

Camille A. Garnier
Camille A. Garnier, President
Suburban Water Systems

Carr H. Deitz
Carr H. Deitz, Secretary
Suburban Water Systems

(Corporate Seal)

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss

CAMILLE A. GARNIER and CARR H. DEITZ, being first duly sworn,
each for himself, deposes and says:

That Camille A. Garnier is, and was at all of the times mentioned in
the foregoing Certificate of Amendment, the President of Suburban Water
Systems, the California corporation therein mentioned, and Carr H. Deitz
is, and at all times mentioned in the foregoing Certificate of Amendment, the
Secretary of said corporation; that each has read said Certificate and
the statements therein made are true of his own knowledge, and that the
signatures purporting to be the signatures of said President and Secretary
thereto are the genuine signatures of said President and Secretary,
respectively.

Camille A. Garnier
Camille A. Garnier

Carr H. Deitz
Carr H. Deitz

Subscribed and sworn to before me
this 11th day of December, 1961.

[Signature]
Notary Public in and for said County and State
My Commission Expires _____

(seal)

X FILED
In the Office of the Secretary of State
of the State of California

AUG 4 - 1959
RICHARD M. JOHNSON, Secretary of State
By Ralph B. Matting Deputy

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
SUBURBAN WATER SYSTEMS

The undersigned, CAMILLE A. GARNIER and CARR H. DEITZ,
do hereby certify that they are, respectively, and have been at all times
herein mentioned, the duly elected and acting President and Secretary of
SUBURBAN WATER SYSTEMS, a California corporation, and further state:

1. That at a special meeting of the Board of Directors of said
corporation duly held at the office of the corporation located at 16340
Maple Grove Avenue, Puente, California, at the hour of Two
o'clock, P. M. on the 25th day of February, 1959,
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:

WHEREAS, the original Articles of Incorporation of
this corporation, dated April 15, 1907, which were duly
filed with the Secretary of State of the State of California,
have been amended by various Certificates of Amendment; and

WHEREAS, it is deemed advisable to consolidate such
amendments with said original Articles of Incorporation so
as to constitute the Articles, as amended, in a single instru-
ment; and

WHEREAS, it is deemed advisable to further amend
said Articles of Incorporation;

NOW, THEREFORE, BE IT RESOLVED that this
resolution is for the purpose of consolidating said amend-
ments heretofore made with said original Articles of
Incorporation and to further amend said original Articles
of Incorporation so as to constitute the Articles as here-
tofore amended and as amended herein a single instrument;

RESOLVED, FURTHER, that the Articles of Incorpora-
tion of this corporation be and they are hereby amended to
read as herein set forth in full as follows:

FIRST: That the name of said corporation shall
be SUBURBAN WATER SYSTEMS.

SECOND: That the purposes for which it is formed are:

- (a) To carry on the business of a water company in all of its branches, this being the primary business in which the corporation is intended to initially engage.
- (b) To acquire, develop, buy, or sell water or water rights; to buy, construct, maintain, operate and/or sell pumping plants, reservoirs and pipe lines, and to do all acts and things necessary or convenient to obtain, store, sell, deliver, and distribute water for domestic, irrigation, or any other purpose.
- (c) To engage generally in any other business or businesses, whether relating to the foregoing or not, in which this corporation may lawfully engage under the laws of the State of California.
- (d) To acquire, by purchase or otherwise, the good will, business, property rights, franchises and assets of every kind, with or without undertaking either wholly or in part the liabilities of any person, firm, association, or corporation; and to acquire any business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, (iii) in any other manner, and to pay for the same in cash or in the shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the good will, business, rights, and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.
- (e) To buy, contract for, lease, and in any and all other ways acquire, take, hold, and own, and to sell, mortgage, pledge, deed in trust, lease and otherwise dispose of patents, copyrights, licenses and processes or rights thereunder and franchise rights, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business, or in the maintenance, operation, development, or extension of its properties.
- (f) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, or corporation, municipality, county, parish, state, territory, government, or other municipal or governmental subdivision.
- (g) To borrow money; to issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise, or to issue the same unsecured.

- (h) To lend money; to purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and deal in, shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any other person, corporation or association, whether domestic or foreign, and whether now or hereafter organized or existing; and while the holder hereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.
- (i) To carry on any business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, in other states; in the District of Columbia; and in the territories and colonies of the United States, and in foreign countries; and to hold, purchase, mortgage, and convey real and personal property, either in or out of the State of California, and to have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.
- (j) To carry out all or any part of the foregoing objects and purposes as principal, agent, contractor or otherwise, either alone or in conjunction with any person, firm, association, or other corporation, and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes to make and perform such contracts of any kind and description, to do such acts and things, and to exercise any and all such powers, as a natural person could lawfully make, perform, do, or exercise, provided that the same be not inconsistent with the laws of the State of California.
- (k) To conduct its business in all or any of its branches in the State of California and in any or all other states, territories, possessions, colonies, and dependencies of the United States of America, and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within and outside the State of California.

The foregoing clauses shall be construed as purposes, objects and powers, and the matters expressed in each clause shall, except as otherwise expressly provided, be in no wise limited or restricted by reference to or inference from the terms of any other clause (or any other matter within the same clause) but shall be regarded as independent powers, purposes, and objects, and the enumeration of specific purposes, objects, and powers shall not be construed to limit or restrict in

any manner the meaning of the GENERAL terms or the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. The occurrence within any of the foregoing clauses of any purpose, power, or object prohibited by the laws of the State of California or of any other state or country in which this corporation shall be qualified to do business, shall not invalidate any other purpose, power, or object not so prohibited, by reason of its contiguity or apparent association therewith.

THIRD: That the office for the transaction of the principal business of said corporation is to be located in the County of Los Angeles, State of California.

FOURTH: That this corporation is to have perpetual existence.

FIFTH: That the number of directors of said corporation shall be seven (7) and that the names and residences of the directors who were appointed for the first year to serve until the election and qualification of such directors, are as follows; to wit:

L. M. Holt,	Los Angeles, California
H. B. Black,	Los Angeles, California
Alice Henderson,	Los Angeles, California
Emery Hultquist,	Los Angeles, California
R. B. Kirchhoffer,	Los Angeles, California

SIXTH: This corporation shall be authorized to issue one class of common stock and two classes of preferred stock. The two classes of preferred stock are to be designated as Series "A" and Series "B", respectively. The total number of shares which this corporation shall be authorized to issue is Two Hundred Twenty Thousand shares, and the aggregate par value of all shares that are to have a par value shall be Seven Million Dollars. The number of common shares that are to have a par value shall be One Hundred Thousand shares, and the par value of each share of such stock shall be \$10.00; the number of Series "A" preferred shares that are to have a par value shall be Forty Thousand shares and the par value of each share of such stock shall be \$50.00; and the number of Series "B" preferred shares that are to have a par value shall be Eighty Thousand shares and the par value of each share thereof shall be \$50.00. The reduction of par value of the common stock of \$50.00 to \$10.00 shall have the effect of creating the right in each holder of common shares to receive five (5) shares for each share presently held. Said reduction of par value of common shares shall have no other effect. The reclassification of Preferred Shares shall have the sole effect of entitling holders of outstanding Class "A" Preferred Shares to exchange said shares for an equal number of Series "A" Preferred Shares; and the holders of outstanding Class "B" Preferred Shares shall be entitled to exchange said shares for an equal number of Series "B" Preferred Shares; otherwise, the reclassification of said Class "A" and Class "B" Preferred Shares shall have no effect upon present or future rights of outstanding Preferred Shareholders.

A statement of the preferences, privileges, restrictions, and voting rights granted to or imposed upon the respective series of shares and upon the holders thereof is as follows:

(a) Dividends: The holders of Series "A" preferred shares shall be entitled to receive out of any funds of this corporation at the time legally available for the declaration of dividends, dividends at the

rate of five and one-fourth per cent (5-1/4%) per annum of the par value thereof, and no more, payable in cash annually, or at such intervals as the Board of Directors may from time to time determine, when and as declared by the Board of Directors. The holders of Series "B" preferred shares shall be entitled to receive out of any funds of this corporation at the time legally available for the declaration of dividends, dividends at the rate of three per cent (3%) per annum of the par value thereof, and no more, payable in cash annually, or at such intervals as the Board of Directors may from time to time determine, when and as declared by the Board of Directors. Such dividends shall accrue from the date of issuance of the respective preferred shares and shall accrue from day to day, whether or not earned or declared. Such dividends shall be payable before any dividends shall be declared or paid upon or set apart for the common shares, and shall be cumulative, so that if in any year or years dividends upon the outstanding preferred shares as herein provided shall not have been paid thereon or declared and set apart therefor, the amount of the deficiency shall be fully paid or declared and set apart for payment, but without interest, before any distribution, whether by way of dividend or otherwise, shall be declared or paid upon, or set apart for, the common shares.

(b) Liquidation: In the event of a voluntary liquidation, dissolution or winding up of this corporation, both Series of preferred shares shall be treated as a single Class and the holders of preferred shares shall be entitled to receive out of the assets of this corporation, whether such assets are capital or surplus of any nature, an amount equal to one hundred per cent (100%) of the par value of such preferred shares, and, in addition to such amount, a further amount equal to the dividends unpaid and accumulated thereon, as provided in (a) of this article SIXTH, to the date of distribution, whether earned or declared or not, and no more, before any payment shall be made of any assets distributed to the holders of common shares.

In the event of an involuntary liquidation, dissolution or winding up of this corporation, the holders of the preferred shares shall be entitled to receive, out of the assets of this corporation, whether such assets are capital or surplus of any nature, an amount equal to one hundred per cent (100%) of the par value of such preferred shares and a further amount equal to the dividends unpaid and accumulated thereon as provided in (a) of this article SIXTH to the date of such distribution, whether earned or declared or not, and no more, before any payment shall be made of any assets distributed to the holders of common shares.

If upon such liquidation, dissolution or winding up, whether voluntary or involuntary the assets thus distributed among the holders of the preferred shares shall be insufficient to permit the payment to such shareholders of the full preferential amounts afore-

said, then the entire assets of this corporation to be distributed shall be distributed ratably among the holders of preferred shares.

- In the event of any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, subject to all of the preferential rights of the holders of preferred shares on distribution or otherwise, the holders of common shares shall be entitled to receive, ratably, all remaining assets of this corporation.

A consolidation or merger of this corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up, within the meaning of this clause.

(c) Redemption Provisions: This corporation, at the option of the Board of Directors, may redeem the whole or any part of the Series "A" preferred shares on any dividend date by paying in cash therefor Fifty-Two Dollars (\$52.00) per share, and, in addition to the aforementioned amount, an amount in cash equal to all dividends on preferred shares unpaid and accumulated as provided in (a) of this article SIXTH, whether earned or declared or not, to and including the date fixed for redemption, such sum being hereinafter sometimes referred to as the redemption price. This corporation, at the option of the Board of Directors, may redeem the whole, or from time to time, may redeem any part of the Series "B" preferred shares, on any dividend date within the first five years from the issuance of such shares to be redeemed by paying in cash therefor the sum of Fifty-Two Dollars (\$52.00) per share, and on any dividend date within the subsequent five years by paying in cash therefor the sum of Fifty-One and 50/100 Dollars (\$51.50) per share, and on any dividend date within the next five years by paying in cash therefor the sum of Fifty-One Dollars (\$51.00) per share, and on any dividend date within the fourth five year period by paying in cash therefor the sum of Fifty and 50/100 Dollars (\$50.50) per share, and on any dividend date after twenty years from the date of issuance of any such share the par value thereof, being the sum of Fifty Dollars (\$50.00) per share, and, in addition to the aforementioned amounts, an amount in cash equal to all dividends on such preferred shares, unpaid and accumulated as provided in (a) of this article SIXTH, whether earned or declared or not, to and including the date fixed for redemption, such sum being hereinafter sometimes referred to as the redemption price. In case of the redemption of a part only of the outstanding preferred shares, this corporation shall designate by lot, in such manner as the Board of Directors may determine, the shares to be redeemed, or shall effect such redemption pro rata, in either case without regard to Series. Less than all of the preferred shares at any time outstanding may not be redeemed until all dividends accrued and in arrears upon all preferred shares outstanding shall have been paid for all past dividend periods, and until full dividends for the then current dividend period on all preferred shares then outstanding,

other than the shares to be redeemed, shall have been paid or declared and the full amount thereof set apart for payment. At least thirty (30) days' previous notice by mail, postage prepaid, shall be given to the holders of record of the preferred shares to be redeemed, such notice to be addressed to each such shareholder at his post office address as shown by the records of this corporation. On or after the date fixed for redemption and stated in such notice, each holder of preferred shares called for redemption shall surrender his certificate evidencing such shares to this corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given, and if on the date fixed for redemption funds necessary for the redemption shall be available therefor, then, notwithstanding that the certificates evidencing any preferred shares so called for redemption shall not have been surrendered, the dividends with respect to the shares so called for redemption shall cease to accrue after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith after such date cease and determine, except only the right of the holders to receive the redemption price without interest upon surrender of their certificates therefor.

If, on or prior to any date fixed for redemption of preferred shares, this corporation deposits with any bank or trust company in the City of Los Angeles, State of California, as a trust fund, a sum sufficient to redeem, on the date fixed for redemption thereof, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company to give the notice of redemption thereof if such notice shall not previously have been given by this corporation, or to complete the giving of such notice if theretofore commenced, and to pay, on and after the date fixed for redemption or prior thereto, the redemption price of the shares to their respective holders upon the surrender of their share certificates, then from and after the date of the deposit (although prior to the date fixed for redemption), the shares so called shall be deemed to be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption. The deposit shall be deemed to constitute full payment of the shares to their holders and from and after the date of the deposit of the shares shall be deemed to be no longer outstanding and the holders thereof shall cease to be shareholders with respect to such shares, and shall have no rights with respect thereto except the right to receive from the bank or trust company payment of the redemption price of the shares without interest, upon the surrender of their certificates therefor.

(d) Voting: The holders of the common shares shall be entitled to one vote for each share of common stock held by them, and the holders of the preferred shares, either of Series "A" or Series "B", shall be entitled to five votes for each share of preferred stock held by them.

SEVENTH: That the amount of said capital stock which has been actually subscribed is One Thousand Dollars (\$1,000.00), and the following are the names of the persons by whom the same has been subscribed, and the amount subscribed by each of them, to wit:

<u>Names of Subscribers:</u>	<u>No. of Shares.</u>	<u>Amount:</u>
L. M. Holt	4 shares	\$200.00
M. B. Black	4 shares	\$200.00
Alice Henderson	4 shares	\$200.00
Emery Hultquist	4 shares	\$200.00
R. B. Kirchhoffer	4 shares	\$200.00.

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 by Sections 3672 and 3673 of the California Corporation Code; and generally to do any and all things necessary to effect said amendment in accordance with the Corporations Code of the State of California.

2. That the number of shares of said corporation consenting to such amendment of its Articles of Incorporation is 39,753.7 and the following is a copy of the form of written Consent executed by the shareholders of said shares:

"WHEREAS, at a Special Meeting of the Board of Directors of SUBURBAN WATER SYSTEMS, a California corporation, duly held at the office of the corporation located at 16340 East Maplegrove Avenue, Puente, California, on the 25th day of February, 1959, at which meeting a quorum of the members of said Board of Directors was at all times present and acting, an amendment of the Articles of Incorporation of said corporation was adopted and approved by said Board, providing that the said Articles of Incorporation shall be amended to read as herein set forth in full as follows:

"WHEREAS, the original Articles of Incorporation of this corporation, dated April 15, 1907, which were duly filed with the Secretary of State of the State of California, have been amended by various Certificates of Amendment; and

WHEREAS, it is deemed advisable to consolidate such amendments with said original Articles of Incorporation so as to constitute the Articles, as amended, in a single instrument; and

"WHEREAS, it is deemed advisable to further amend said Articles of Incorporation;

NOW, THEREFORE, BE IT RESOLVED that this resolution is for the purpose of consolidating said amendments heretofore made with said original Articles of Incorporation and to further amend said original Articles of Incorporation so as to constitute the Articles as heretofore amended and as amended herein a single instrument;

RESOLVED, FURTHER, that the Articles of Incorporation of this corporation be and they are hereby amended to read as herein set forth in full as follows:

FIRST: That the name of said corporation shall be SUBURBAN WATER SYSTEMS.

SECOND: That the purposes for which it is formed are:

(a) To carry on the business of a water company in all of its branches, this being the primary business in which the corporation is intended to initially engage.

(b) To acquire, develop, buy, or sell water or water rights; to buy, construct, maintain, operate and/or sell pumping plants, reservoirs and pipe lines, and to do all acts and things necessary or convenient to obtain, store, sell, deliver, and distribute water for domestic, irrigation, or any other purpose.

(c) To engage generally in any other business or businesses, whether relating to the foregoing or not, in which this corporation may lawfully engage under the laws of the State of California.

(d) To acquire, by purchase or otherwise, the good will, business, property rights, franchises and assets of every kind, with or without undertaking either wholly or in part the liabilities of any person, firm, association, or corporation; and to acquire any business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, (iii) in any other manner, and to pay for the same in cash or in the shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain, and operate, or in any manner dispose of, the whole or any part of the good will, business, rights, and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

"(e) To buy, contract for, lease, and in any and all other ways acquire, take, hold, and own, and to sell, mortgage, pledge, deed in trust, lease and otherwise dispose of patents, copyrights, licenses and processes or rights thereunder and franchise rights, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business, or in the maintenance, operation, development, or extension of its properties.

(f) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, or corporation, municipality, county, parish, state, territory, government, or other municipal or governmental subdivision.

(g) To borrow money; to issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise, or to issue the same unsecured.

(h) To lend money; to purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and deal in, shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any other person, corporation or association, whether domestic or foreign, and whether now or hereafter organized or existing; and while the holder thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

(i) To carry on any business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, in other states; in the District of Columbia; and in the territories and colonies of the United States, and in foreign countries; and to hold, purchase, mortgage, and convey real and personal property, either in or out of the State of California, and to have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

(j) To carry out all or any part of the foregoing objects and purposes as principal, agent or contractor or otherwise, either alone or in conjunction with any person, firm, association, or other

"corporation, and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes to make and perform such contracts of any kind and description, to do such acts and things, and to exercise any and all such powers, as a natural person could lawfully make, perform, do, or exercise, provided that the same be not inconsistent with the laws of the State of California.

(k) To conduct its business in all or any of its branches in the State of California and in any or all other states, territories, possessions, colonies, and dependencies of the United States of America, and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within and outside the State of California.

The foregoing clauses shall be construed as purposes, objects and powers, and the matters expressed in each clause shall, except as otherwise expressly provided, be in no wise limited or restricted by reference to or inference from the terms of any other clause (or any other matter within the same clause) but shall be regarded as independent powers, purposes, and objects, and the enumeration of specific purposes, objects, and powers shall not be construed to limit or restrict in any manner the meaning of the GENERAL terms or the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. The occurrence within any of the foregoing clauses of any purpose, power, or object prohibited by the laws of the State of California or of any other state or country in which this corporation shall be qualified to do business, shall not invalidate any other purpose, power, or object not so prohibited, by reason of its contiguity or apparent association therewith.

THIRD: That the office for the transaction of the principal business of said corporation is to be located in the County of Los Angeles, State of California.

FOURTH: That this corporation is to have perpetual existence.

FIFTH: That the number of directors of said corporation shall be seven (7) and that the names and residences of the directors who were appointed for the first year to serve until the election and qualification of such directors, are as follows, to wit:

L. M. Holt,	Los Angeles, California.
H. B. Black,	Los Angeles, California.
Alice Henderson,	Los Angeles, California.
Emery Hultquist,	Los Angeles, California.
R. B. Kirchhoffer,	Los Angeles, California.

"SIXTH: This corporation shall be authorized to issue one class of common stock and two classes of preferred stock. The two classes of preferred stock are to be designated as Series "A" and Series "B", respectively. The total number of shares which this corporation shall be authorized to issue is Two Hundred Twenty Thousand Shares, and the aggregate par value of all shares that are to have a par value shall be Seven Million Dollars. The number of common shares that are to have a par value shall be One Hundred Thousand Shares, and the par value of each share of such stock shall be \$10.00; the number of Series "A" preferred shares that are to have a par value shall be Forty Thousand shares and the par value of each share of such stock shall be \$50.00; and the number of Series "B" preferred shares that are to have a par value shall be Eighty Thousand shares and the par value of each share thereof shall be \$50.00. The reduction of par value of the common stock of \$50.00 to \$10.00 shall have the effect of creating the right in each holder of common shares to receive five (5) shares for each share presently held. Said reduction of par value of common shares shall have no other effect. The reclassification of Preferred Shares shall have the sole effect of entitling holders of outstanding Class "A" Preferred Shares to exchange said shares for an equal number of Series "A" Preferred Shares; and the holders of outstanding Class "B" Preferred Shares shall be entitled to exchange said shares for an equal number of Series "B" Preferred Shares; otherwise, the reclassification of said Class "A" and Class "B" Preferred Shares shall have no effect upon present or future rights of outstanding Preferred Shareholders.

A statement of the preferences, privileges, restrictions, and voting rights granted to or imposed upon the respective series of shares and upon the holders thereof is as follows:

(A) Dividends: The holders of Series "A" preferred shares shall be entitled to receive out of any funds of this corporation at the time legally available for the declaration of dividends, dividends at the rate of five and one-fourth per cent (5-1/4%) per annum of the par value thereof, and no more, payable in cash annually, or at such intervals as the Board of Directors may from time to time determine, when and as declared by the Board of Directors. The holders of Series "B" preferred shares shall be entitled to receive out of any funds of this corporation at the time legally available for the declaration of dividends, dividends at the rate of three per cent (3%) per annum of the par value thereof, and no more, payable in cash annually, or at such intervals as the Board of Directors may from time to time determine, when and as declared by the Board of Directors. Such dividends shall accrue from the date of issuance of the respective preferred shares and shall accrue from day to day, whether or not earned or declared. Such dividends shall be payable before any dividends shall be declared or paid upon or set apart for the common shares, and shall be cumulative, so that if in any year or years dividends upon the outstanding preferred shares as herein provided shall not have been paid thereon or declared and set apart therefor, the amount of the deficiency shall be fully paid or declared and set apart for payment, but without interest, before any distribution, whether by way of dividend or otherwise, shall be declared or paid upon, or set apart for, the common shares.

"(b) Liquidation: In the event of a voluntary liquidation, both Series of preferred shares shall be treated as a single Class and the holders of preferred shares shall be entitled to receive out of the assets of this corporation, whether such assets are capital or surplus of any nature, an amount equal to one hundred per cent (100%) of the par value of such preferred shares, and, in addition to such amount, a further amount equal to the dividends unpaid and accumulated thereon, as provided in (a) of this article SIXTH, to the date of distribution, whether earned or declared or not, and no more, before any payment shall be made of any assets distributed to the holders of common shares.

In the event of an involuntary liquidation, dissolution, or winding up of this corporation, the holders of the preferred shares shall be entitled to receive, out of the assets of this corporation, whether such assets are capital or surplus of any nature, an amount equal to one hundred per cent (100%) of the par value of such preferred shares and a further amount equal to the dividends unpaid and accumulated thereon as provided in (a) of this article SIXTH to the date of such distribution, whether earned or declared or not, and no more, before any payment shall be made of any assets distributed to the holders of common shares.

If, upon such liquidation, dissolution or winding up, whether voluntary or involuntary, the assets thus distributed among the holders of the preferred share shall be insufficient to permit the payment to such shareholders of the full preferential amounts aforesaid, then the entire assets of this corporation to be distributed shall be distributed ratably among the holders of preferred shares.

In the event of any liquidation, dissolution, or winding up of this corporation, whether voluntary or involuntary, subject to all of the preferential rights of the holders of preferred shares on distribution or otherwise, the holders of common shares shall be entitled to receive, ratably all remaining assets of this corporation.

A consolidation or merger of this corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up, within the meaning of this clause.

(c) Redemption Provisions: This corporation, at the option of the Board of Directors, may redeem the whole or any part of the Series "A" preferred shares on any dividend date by paying in cash therefor Fifty-Two Dollars (\$52.00) per share, and, in addition to the aforementioned amount, an amount in cash equal to all dividends on preferred shares unpaid and accumulated as provided in (a) of this article SIXTH, whether earned or declared or not, to and including the date fixed for redemption, such sum being hereinafter sometimes referred to as the redemption price. This corporation, at the option of the Board of Directors, may

"redeem the whole, or from time to time, may redeem any part of the Series "B" preferred shares, on any dividend date within the first five years from the issuance of such shares to be redeemed by paying in cash therefor the sum of Fifty-Two Dollars (\$52.00) per share, and on any dividend date within the subsequent five years by paying in cash therefor the sum of Fifty-One and 50/100 Dollars (\$51.50) per share, and on any dividend date within the next five years by paying in cash therefor the sum of Fifty-One Dollars (\$51.00) per share, and on any dividend date within the fourth five-year period by paying in cash therefor the sum of Fifty and 50/100 Dollars (\$50.50) per share, and on any dividend date after twenty years from the date of issuance of any such share the par value thereof, being the sum of Fifty Dollars (\$50.00) per share, and, in addition to the aforementioned amounts, an amount in cash equal to all dividends on such preferred shares, unpaid and accumulated as provided in (a) of this article SIXTH, whether earned or declared or not, to and including the date fixed for redemption, such sum being hereinafter sometimes referred to as the redemption price. In case of the redemption of a part only of the outstanding preferred shares, this corporation shall designate by lot, in such manner as the Board of Directors may determine, the shares to be redeemed, or shall effect such redemption pro rata in either case without regard to Series. Less than all of the preferred shares at any time outstanding may not be redeemed until all dividends accrued and in arrears upon all preferred shares outstanding shall have been paid for all past dividend periods, and until full dividends for the then current dividend period on all preferred shares then outstanding other than the shares to be redeemed, shall have been paid or declared and the full amount thereof set apart for payment. At least thirty (30) days' previous notice by mail, postage prepaid, shall be given to the holders of record of the preferred shares to be redeemed, such notice to be addressed to each such shareholder at his post office address as shown by the records of this corporation. On or after the date fixed for redemption and stated in such notice, each holder of preferred shares called for redemption, shall surrender his certificate evidencing such shares to this corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given, and if on the date fixed for redemption funds necessary for the redemption shall be available therefor, then, notwithstanding that the certificates evidencing any preferred shares so called for redemption shall not have been surrendered, the dividends with re-

"spect to the shares so called for redemption shall cease to accrue after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith after such date cease and determine, except only the right of the holders to receive the redemption price without interest upon surrender of their certificates therefor.

If, on or prior to any date fixed for redemption of preferred shares, this corporation deposits with any bank or trust company in the City of Los Angeles, State of California, as a trust fund, a sum sufficient to redeem, on the date fixed for redemption thereof, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company to give the notice of redemption thereof if such notice shall not previously have been given by this corporation, or to complete the giving of such notice if theretofore commenced, and to pay, on and after the date fixed for redemption or prior thereto, the redemption price of the shares to their respective holders upon the surrender of their share certificates, then from and after the date of the deposit (although prior to the date fixed for redemption), the shares so called shall be deemed to be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption. The deposit shall be deemed to constitute full payment of the shares to their holders and from and after the date of the deposit the shares shall be deemed to be no longer outstanding and the holders thereof shall cease to be shareholders with respect to such shares, and shall have no rights with respect thereto except the right to receive from the bank or trust company payment of the redemption price of the shares without interest, upon the surrender of their certificates therefor.

(d) Voting: The holders of the common shares shall be entitled to one vote for each share of common stock held by them, and the holders of the preferred shares, either of Series "A" or Series "B", shall be entitled to five votes for each share of preferred stock held by them.

SEVENTH: That the amount of said capital stock which has been actually subscribed is One Thousand Dollars (\$1,000.00), and the following are the names of the persons by whom the same has been subscribed, and the amount subscribed by each of them, to wit:

Names of Subscribers: No. of Shares: Amount:

L. M. Holt	4 shares	\$200.00
M. B. Black	4 shares	\$200.00
Alice Henderson	4 shares	\$200.00
Emery Hultquist	4 shares	\$200.00
R. B. Kirchhoffer	4 shares	\$200.00

NOW, THEREFORE, each of the undersigned shareholders of said corporation does hereby adopt, approve, and consent to the foregoing Amendment of said Articles of Incorporation in full and does hereby consent that said Articles be amended to read as herein set forth.

IN WITNESS WHEREOF each of the undersigned has hereunto signed his name and following his name the date of signing and the number of shares of said corporation held by him of record on said date entitled to vote on the amendment of said Articles of Incorporation of the character of the foregoing amendment."

3. The total number of shares of said corporation, both common and preferred, entitled to vote upon or consent to the adoption of said amendment is 73,883.7. The common and preferred shares have equal voting rights.

IN WITNESS WHEREOF the undersigned have executed this Certificate of Amendment this 21st day of April, 1959.

Camille A. Garnier
President of Suburban Water Systems

Carr H. Deitz
Secretary of Suburban Water Systems

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.

CAMILLE A. GARNIER and CARR H. DEITZ, being first duly sworn, each for himself, deposes and says:

That Camille A. Garnier is, and was at all of the times mentioned in the foregoing Certificate of Amendment, the president of Suburban Water Systems, the California corporation therein mentioned, and CARR H. DEITZ is, and was at all of said times, the Secretary of said corporation; that each

has read said Certificate and the statements therein made are true of his own knowledge, and that the signatures purporting to be the signatures of said president and secretary thereto are the genuine signatures of said president and secretary, respectively.

Camille A. Garnier
CAMILLE A. GARNIER

Carr H. Deitz
CARR H. DEITZ

Subscribed and sworn to before me
this 21st day of April,
1959.

Ronald E. Larson
Notary Public in and for the County of

Los Angeles, State of California.

My Commission Expires: Sept 21, 1962

50174

Capital stock changed from: \$4,000,000 to
\$7,000,000

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
SUBURBAN WATER SYSTEMS

A 4501

FILED
In the Office of the Secretary of State
of the State of California
DEC 26 1956
By: *Raymond H. Martin*
Secretary

The undersigned, CAMILLE A. GARNIER and CARR H. DEITZ, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of SUBURBAN WATER SYSTEMS, a California corporation, and further state:

1. At a special meeting of the Board of Directors of said corporation duly held at the office of the corporation located at 16340 Maplegrove Avenue, Puente, California, at the hour of Four o'clock P. M. on the 28th day of November, 1956, 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:

RESOLVED, that the first paragraph of Article "SIXTH" of the Articles of Incorporation, as amended, of this corporation, which reads as follows:

"This corporation shall be authorized to issue one class of common stock and two classes of preferred stock. The two classes of preferred stock are to be designated as Class "A" and Class "B", respectively. The total number of shares which this corporation shall be authorized to issue is eighty thousand shares, and the aggregate par value of all shares that are to have a par value shall be Four Million Dollars. The number of common shares that are to have a par value shall be twenty thousand shares and the par value of each share of such stock shall be \$50.00; the number of Class "A" preferred shares that are to have a par value shall be twenty thousand shares and the par value of each share of such stock shall be \$50.00; and the number of Class "B" preferred shares that are to have a par value shall be forty thousand shares and the par value of each share thereof shall be \$50.00."

be amended to read as follows:

"This corporation shall be authorized to issue one class of common stock and two classes of preferred stock. The two classes of preferred stock are to be designated as Class "A" and Class "B", respectively. The total number of shares which this corporation shall be authorized to issue is one hundred forty thousand shares, and the aggregate par value of all shares that are to have a par value shall be Seven Million Dollars. The number of common shares that are to have a par value

1 shall be twenty thousand shares and the par value
2 of each share of such stock shall be \$50.00;
3 the number of Class "A" preferred shares that
4 are to have a par value shall be forty thousand
5 shares and the par value of each share of such
6 stock shall be \$50.00; and the number of Class
7 "B" preferred shares that are to have a par
8 value shall be eighty thousand shares and the
9 par value of each share thereof shall be \$50.00."

6 RESOLVED, FURTHER, that the President and Secre-
7 tary of this corporation be and they are hereby autho-
8 rized and directed to procure the adoption and approval
9 of the foregoing amendment by the vote or written
10 consent of the shareholders of this corporation holding
11 at least a majority of the voting power, and thereafter
12 sign and verify by their oaths and to file a Certificate
13 in the form and manner required by Section 3672 of
14 the California Corporation Code, and, in general,
15 to do any and all things necessary to effect said
16 amendment in accordance with said Section 3672.

12 2. That the number of shares of said corporation consenting to such
13 amendment of its Articles of Incorporation is 27139 1/2 and the follow-
14 ing is a copy of the form of written consent executed by the shareholders of
15 said shares:

16 "WHEREAS, at a Special Meeting of the Board of Directors
17 of SUBURBAN WATER SYSTEMS, a California corporation,
18 duly held at the office of the corporation located at 16340
19 East Maplegrove Avenue, Puente, California, on the 28th
20 day of November, 1956, at which meeting a quorum of
21 the members of said Board was at all times present and
22 acting, an amendment of the Articles of Incorporation of
23 said corporation was adopted and approved by said Board,
24 amending Article "SIXTH" of said Articles of Incorporation
25 as follows:

22 "That the first paragraph of Article "SIXTH" of said
23 Articles of Incorporation, which reads as follows:

23 "This corporation shall be authorized to issue one
24 class of common stock and two classes of pre-
25 ferred stock. The two classes of preferred stock
26 are to be designated as Class "A" and Class "B",
27 respectively. The total number of shares which
28 this corporation shall be authorized to issue is
29 eighty thousand shares, and the aggregate par
30 value of all shares that are to have a par value
31 shall be Four Million Dollars. The number of
32 common shares that are to have a par value shall
be twenty thousand shares and the par value of
each share of such stock shall be \$50.00; the
number of Class "A" preferred shares that are
to have a par value shall be twenty thousand shares
and the par value of each share of such stock shall
be \$50.00; and the number of Class "B" preferred
shares that are to have a par value shall be forty
thousand shares and the par value of each share
thereof shall be \$50.00.

"be amended to read as follows:

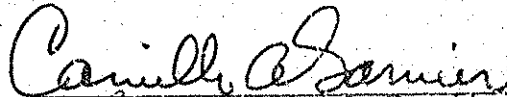
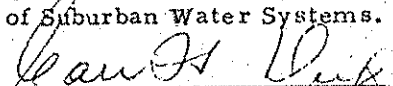
"This corporation shall be authorized to issue one class of common stock and two classes of preferred stock. The two classes of preferred stock are to be designated as Class "A" and Class "B", respectively. The total number of shares which this corporation shall be authorized to issue is one hundred forty thousand shares, and the aggregate par value of all shares that are to have a par value shall be Seven Million Dollars. The number of common shares that are to have a par value shall be twenty thousand shares and the par value of each share of such stock shall be \$50.00; the number of Class "A" preferred shares that are to have a par value shall be forty thousand shares and the par value of each share of such stock shall be \$50.00; and the number of Class "B" preferred shares that are to have a par value shall be eighty thousand shares and the par value of each share thereof shall be \$50.00."

"NOW, THEREFORE, each of the undersigned shareholders of said corporation does hereby adopt, approve, and consent to the foregoing amendment of said Articles of Incorporation and does hereby consent that Article 'SIXTH' of said Articles of Incorporation be amended to read as herein set forth.

"IN WITNESS WHEREOF, each of the undersigned has hereunto signed his name and following his name the date of signing and the number of shares of said corporation held by him of record on said day entitled to vote on the amendments of said Articles of Incorporation of the character of the foregoing amendment."

3. The total number of shares of said corporation entitled to vote upon or consent to the adoption of such amendment is 55,471.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 28th day of December 1956.


CAMILLE A. GARNIER, President
of Suburban Water Systems.

CARR H. DEITZ, Secretary
of Suburban Water Systems.

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.

CAMILLE A. GARNIER and CARR H. DEITZ, being first duly sworn, each for himself deposes and says:

FILED

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

AUG 28 1953

FRANK M. JORDAN, Secretary of State

Wm. H. Hester
Deputy

Name changed to: SUBURBAN WATER SYSTEMS

Corporation Number

50124

**CERTIFICATE OF AMENDMENT OF ARTICLES OF
INCORPORATION OF WHITTIER WATER COMPANY**

The undersigned, CAMILLE A. GARNIER and CARR H. DEITZ, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of Whittier Water Company, a California corporation, and further that:

One: At a special meeting of the Board of Directors of said corporation duly held at the Whittier Office of the Corporation at 8410 South Painter Avenue, in the City of Whittier, County of Los Angeles, State of California, at 6:30 P.M. on the 6th day of August, 1953, at which meeting there was at all times present and acting a quorum of the members of said board, the following resolutions were duly adopted:

RESOLVED, that Article FIRST of the Articles of Incorporation of this corporation be amended to read as follows:

"FIRST; That the name of this corporation shall be SUBURBAN WATER SYSTEMS."

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 hereby are authorized and directed to procure the adoption and approval of the foregoing amendment by the vote or written consent of 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 by Section 3672 of the California Corporations Code, and in general to do any and all things necessary to effect said amendment in accordance with said Section 3672.

Two: The number of shares of said corporation consenting to such amendment of its Articles of Incorporation is 8795, and the following is a copy of the form of Written Consent executed by the shareholders of said shares:

"WHEREAS, at a Special Meeting of the Board of Directors of Whittier Water Company, a California corporation, duly held at the Whittier Office of the corporation located at 8410 South Painter Avenue, in the City of Whittier, County of Los Angeles, State of California, on the 6th day of August 1953, at which meeting a quorum of the members of said Board was at all times present and acting, an amendment of the Articles of Incorporation of said corporation was adopted and approved by resolution of said Board amending Article FIRST of said Articles of Incorporation to read as follows:

'FIRST: The name of this corporation shall be SUBURBAN WATER SYSTEMS.'

NOW, THEREFORE, each of the undersigned shareholders of said corporation does hereby adopt, approve and consent to the foregoing amendment of said Articles of Incorporation, and does hereby consent that Article FIRST of said Articles of Incorporation be amended to read as herein set forth.

IN WITNESS WHEREOF, each of the undersigned has hereunto signed his name and, following his name, the date of signing and the number of shares of said corporation held by him of record on said date entitled to vote upon amendments of said Articles of Incorporation of the character of the foregoing amendment."

Three: The total number of shares of said corporation entitled to vote on or consent to the adoption of such amendment is 27 15201.

IN WITNESS WHEREOF the undersigned have executed this Certificate of Amendment this 25th day of August, 1953.

Carroll A. Garvin
President of Whittier Water Company

Barry H. Reif
Secretary of Whittier Water Company

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

CAMILLE A. GARNIER and CARR H. DEITZ, being first
duly sworn, each for himself deposes and says:

That Camille A. Garnier is, and was at all of the
times mentioned in the foregoing Certificate of Amendment,
the president of Whittier Water Company, the California
corporation therein mentioned, and CARR H. DEITZ is, and
was at all of said times, the Secretary of said corporation;
that each has read said certificate and the statements
therein made are true of his own knowledge, and that the
signatures purporting to be the signatures of said president
and secretary thereto are the genuine signatures of said
president and secretary, respectively.

Camille A. Garnier
CAMILLE A. GARNIER
Carr H. Deitz
CARR H. DEITZ

Subscribed and sworn to before
me this 25th day of August, 1953.

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

My Commission Expires: 3/20/57

(Seal)

Corporation Number
50124

Capital stock changed from \$200,000 to \$4,000,000

FILED

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

AUG 24 1951

FRANK M. JORDAN, Secretary of State

May A. Foley
Deputy

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
WHITTIER WATER COMPANY

The undersigned, CAMILLE A. GARNIER and JOHN E. BURKE,

do hereby certify that they are, respectively, and have been at
all times herein mentioned, the duly elected and acting President
and Secretary of WHITTIER WATER COMPANY, a California corporation,
and further that:

One: At a Special Meeting of the Board of Directors of
said corporation duly held on August 9, 1951 at 10:00 o'clock A.M.,
at which meeting there was at all times present and acting a quorum
of the members of said Board, the following resolutions were duly
adopted:

RESOLVED: That Article "SIXTH" of the Articles of
Incorporation of this corporation be amended to read
as follows:

"SIXTH: This corporation shall be authorized to
issue one class of common stock and two classes of
preferred stock. The two classes of preferred stock
are to be designated as Class "A" and Class "B",
respectively. The total number of shares which this
corporation shall be authorized to issue is eighty
thousand shares, and the aggregate par value of all
shares that are to have a par value shall be Four
Million Dollars. The number of common shares that
are to have a par value shall be twenty thousand
shares and the par value of each share of such stock
shall be \$50.00; the number of Class "A" preferred
shares that are to have a par value shall be twenty
thousand shares and the par value of each share of
such stock shall be \$50.00; and the number of Class
"B" preferred shares that are to have a par value
shall be forty thousand shares and the par value of
each share thereof shall be \$50.00.

A statement of the preferences, privileges, and
restrictions granted to or imposed upon the respective
classes of shares and upon the holders thereof is as
follows:

(a) Dividends: The holders of Class "A" preferred
shares shall be entitled to receive out of any funds
of this corporation at the time legally available for

the declaration of dividends, dividends at the rate of five and one-fourth per cent (5 $\frac{1}{4}$ %) per annum of the par value thereof, and no more, payable in cash annually, or at such intervals as the Board of Directors may from time to time determine, when and as declared by the Board of Directors. The holders of Class "B" preferred shares shall be entitled to receive out of any funds of this corporation at the time legally available for the declaration of dividends, dividends at the rate of three per cent (3%) per annum of the par value thereof, and no more, payable in cash annually, or at such intervals as the Board of Directors may from time to time determine, when and as declared by the Board of Directors. Such dividends shall accrue from the date of issuance of the respective preferred shares and shall accrue from day to day, whether or not earned or declared. Such dividends shall be payable before any dividends shall be declared or paid upon or set apart for the common shares, and shall be cumulative, so that if in any year or years dividends upon the outstanding preferred shares as herein provided shall not have been paid thereon or declared and set apart therefor, the amount of the deficiency shall be fully paid or declared and set apart for payment, but without interest, before any distribution, whether by way of dividend or otherwise, shall be declared or paid upon, or set apart for, the common shares.

(b) Liquidation: In the event of a voluntary liquidation, dissolution or winding up of this corporation, the holders of preferred shares shall be entitled to receive out of the assets of this corporation, whether such assets are capital or surplus of any nature, an amount equal to one hundred per cent (100%) of the par value of such preferred shares, and, in addition to such amount, a further amount equal to the dividends unpaid and accumulated thereon, as provided in (a) of this Article Sixth, to the date of distribution, whether earned or declared or not, and no more, before any payment shall be made or any assets distributed to the holders of common shares.

In the event of an involuntary liquidation, dissolution or winding up of this corporation, the holders of the preferred shares shall be entitled to receive, out of the assets of this corporation, whether such assets are capital or surplus of any nature, an amount equal to one hundred per cent (100%) of the par value of such preferred shares and a further amount equal to the dividends unpaid and accumulated thereon as provided in (a) of this Article Sixth to the date of such distribution, whether earned or declared or not, and no more, before any payment shall be made or any assets distributed to the holders of common shares.

If upon such liquidation, dissolution or winding up, whether voluntary or involuntary, the assets thus dis-

tributed among the holders of the preferred shares shall be insufficient to permit the payment to such shareholders of the full preferential amounts aforesaid, then the entire assets of this corporation to be distributed shall be distributed ratably among the holders of preferred shares.

In the event of any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, subject to all of the preferential rights of the holders of preferred shares on distribution or otherwise, the holders of common shares shall be entitled to receive, ratably, all remaining assets of this corporation.

A consolidation or merger of this corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution or winding up, within the meaning of this clause.

(c) Redemption Provisions: This corporation, at the option of the Board of Directors may redeem the whole or any part of the Class "A" preferred shares on any dividend date by paying in cash therefor Fifty-Two (\$52.00) Dollars per share, and, in addition to the aforementioned amount, an amount in cash equal to all dividends on preferred shares unpaid and accumulated as provided in (a) of this Article Sixth, whether earned or declared or not, to and including the date fixed for redemption, such sum being hereinafter sometimes referred to as the redemption price. This corporation, at the option of the Board of Directors, may redeem the whole, or from time to time, may redeem any part of the Class "B" preferred shares, on any dividend date within the first five years from the issuance of such shares to be redeemed by paying in cash therefor the sum of Fifty-Two (\$52.00) Dollars per share, and on any dividend date within the subsequent five years by paying in cash therefor the sum of Fifty-One and 50/100 Dollars (\$51.50) per share, and on any dividend date within the next five year period by paying in cash therefor the sum of Fifty-One Dollars (\$51.00) per share, and on any dividend date within the fourth five year period by paying in cash therefor the sum of Fifty and 50/100 (\$50.50) Dollars per share, and on any dividend date after twenty years from the date of issuance of any such share the par value thereof, being the sum of Fifty Dollars (\$50.00) per share, and, in addition to the aforementioned amounts, an amount in cash equal to all dividends on such preferred shares, unpaid and accumulated as provided in (a) of this Article Sixth, whether earned or declared or not, to and including the date fixed for redemption, such sum being hereinafter sometimes referred to as the redemption price. In case of the redemption of a part only of the outstanding preferred shares, this corporation shall designate by lot, in such manner as the Board of Directors may determine, the shares to be redeemed, or shall effect such redemption pro rata. Less than all of the preferred shares at any time outstanding may not be redeemed until all dividends accrued and in arrears upon all preferred shares outstanding shall have been paid for all past dividend periods, and until full dividends for the then current dividend

period on all preferred shares then outstanding, other than the shares to be redeemed, shall have been paid or declared and the full amount thereof set apart for payment. At least thirty (30) days' previous notice by mail, postage prepaid, shall be given to the holders of record of the preferred shares to be redeemed, such notice to be addressed to each such shareholder at his postoffice address as shown by the records of this corporation. On or after the date fixed for redemption and stated in such notice, each holder of preferred shares called for redemption shall surrender his certificate evidencing such shares to this corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given, and if on the date fixed for redemption funds necessary for the redemption shall be available therefor, then, notwithstanding that the certificates evidencing any preferred shares so called for redemption shall not have been surrendered, the dividends with respect to the shares so called for redemption shall cease to accrue after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith after such date cease and determine, except only the right of the holders to receive the redemption price without interest upon surrender of their certificates therefor.

If, on or prior to any date fixed for redemption of preferred shares, this corporation deposits with any bank or trust company in the City of Los Angeles, State of California, as a trust fund, a sum sufficient to redeem, on the date fixed for redemption thereof, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company to give the notice of redemption thereof if such notice shall not previously have been given by this corporation, or to complete the giving of such notice if theretofore commenced, and to pay, on and after the date fixed for redemption or prior thereto, the redemption price of the shares to their respective holders upon the surrender of their share certificates, then from and after the date of the deposit (although prior to the date fixed for redemption), the shares so called shall be deemed to be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption. The deposit shall be deemed to constitute full payment of the shares to their holders and from and after the date of the deposit the shares shall be deemed to be no longer outstanding and the holders thereof shall cease to be shareholders with respect to such shares, and shall have no rights with respect thereto except the right to receive from the bank or trust company payment of the redemption price of the shares without interest, upon the surrender of their certificates therefor.

Any moneys deposited by the corporation pursuant to this paragraph and unclaimed at the end of 6 years from the date fixed for redemption shall be repaid to the corporation upon its request expressed in a resolution of its Board of Directors.

(d) Voting: Voting powers shall at all times be vested alike in the holders of preferred shares and common shares without preference as to either."

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 amendments by the written consent of the shareholders of this corporation entitled to vote on amendments of the Articles of Incorporation of the type hereinafore set forth, and thereafter to sign and verify by their oaths and to file a certificate in the form and manner required by law and, in general, to do any and all things necessary to effect such amendment of the Articles of Incorporation in accordance with the applicable provisions of law."

Two: The number of shares of said corporation consenting to such amendment of its Articles of Incorporation is 3,000 shares, representing all of the outstanding and issued stock of said corporation. The following is a copy of the form of written consent executed by the holders of said shares, to which consent was and is attached a full, true and correct copy of the foregoing resolutions of the Board of Directors, adopted August 9, 1951, setting forth said proposed amendment of said Article Sixth.

"The undersigned shareholders of WHITTIER WATER COMPANY, being the owners and shareholders of all of the outstanding and issued stock of said corporation, do hereby adopt, approve and consent to the amendment of said Articles of Incorporation of said corporation by amending Article Sixth thereof, in the manner indicated in the resolutions of the Board of Directors with respect thereto contained in the Minutes of the Special Meeting of the Board of Directors of said corporation of August 9, 1951, a full, true and correct copy of which resolutions, showing such proposed amendment of Article Sixth being attached hereto marked Exhibit "A".

<u>CAMILLE A. GARNIER</u>	August 9, 1951 - 800 shares
<u>JOHN E. BURKE</u>	August 9, 1951 - 800 shares
<u>CARR H. DEITZ</u>	August 9, 1951 - 800 shares
<u>ROBERT S. CARVEY</u>	August 9, 1951 - 600 shares"

Three: The total number of shares of said corporation entitled to vote on or consent to the adoption of such amendment is 3,000, all of said shares being Common Stock. There is only one class of shares of the corporation at this time, being said shares of Common Stock.

IN WITNESS WHEREOF, the undersigned have executed this
certificate of amendment this 15th day of August, 1951.

Camille A. Garnier
President of WHITTIER WATER COMPANY

John E. Burke
Secretary of WHITTIER WATER COMPANY

STATE OF CALIFORNIA)
 (ss
COUNTY OF LOS ANGELES)

CAMILLE A. GARNIER and JOHN E. BURKE, being first duly sworn,
each for himself deposes and says:

That CAMILLE A. GARNIER is, and was at all of the times mentioned
in the foregoing Certificate of Amendment, the President of WHITTIER WATER
COMPANY, the California corporation therein mentioned, and JOHN E. BURKE
is, and was at all of said times, the secretary of said corporation; that
each has read said certificate and that the statements therein made are
true of his own knowledge, and that the signatures purporting to be the
signatures of said President and Secretary thereto are the genuine signa-
tures of said President and Secretary, respectively.

Camille A. Garnier

John E. Burke

Subscribed and sworn to before me
this 15th day of August, 1951.

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

My Commission Expires March 20, 1953

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF WHITTIER WATER COMPANY

Place of Business
changed to LOS ANGELES
COUNTY

The undersigned, Camille A. Garnier, and John E. Burke, do hereby certify that they are respectively and have been at all times herein mentioned the duly elected and acting president and secretary of Whittier Water Company, a California corporation, and further that:

ONE: At a special meeting of the board of directors of said corporation duly held at 612 Citizens National Bank Building, Los Angeles, California, at ten o'clock a.m. on the 31st day of December, 1949, at which meeting there was at all times present and acting the entire membership of said board, the following resolution was duly adopted:

"MINUTES OF SPECIAL DIRECTORS' MEETING
OF WHITTIER WATER COMPANY

The directors of the above named corporation, pursuant to a waiver of notice and consent duly executed by all directors, held their special meeting at 612 Citizens National Bank Building, Los Angeles, California, on the 31st day of December, 1949, at 10 o'clock a.m.

There were present at said meeting the following members, constituting all members of the board: Directors Garnier, Burke, Deitz, Carvey, and Willett.

President Camille A. Garnier acted as chairman presiding at the meeting, and the secretary of said corporation, John E. Burke, acted as secretary of the meeting.

The chairman announced at the meeting that such meeting was held pursuant to written waiver of notice thereof and consent thereto signed by all of the directors of the corporation, whereupon such waiver and consent was presented to the meeting and upon motion duly made, seconded, and unanimously carried, the same was made a part of the records of the meeting and now precedes the minutes of this meeting in the Book of Minutes of the corporation.

The chairman next stated that it was believed that certain amendments should be made to the Articles of Incorporation of said corporation. Said Articles now provide that the principal office of the corporation for the transaction of its business shall be in Whittier, California, whereas the corporation frequently has occasion to transact business which could be more conveniently accomplished at other places within Los Angeles County, State of California. Also, said Articles of Incorporation now

FILED

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

JAN 25 1950

FRANK W. JORDAN, Secretary of State

By *[Signature]*
Assistant Secretary of State

provide that the corporate term of existence shall be limited to fifty years from the date of incorporation in April, 1907, whereas it would be more advantageous to the corporation to have perpetual existence.

After full discussion, upon motion by Carr H. Deitz, seconded by Robert S. Carvey, and unanimously carried by vote of all directors of said corporation, the following resolution was adopted:

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

NOW, THEREFORE, BE IT RESOLVED that the Third and Fourth articles of the Articles of Incorporation of this corporation be amended to read as follows:

Third: That the principal office of said corporation for the transaction of its business shall be located in Los Angeles County, State of California.

Fourth: That said corporation shall have perpetual existence.

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 the secretary of this corporation be, and they hereby are, authorized and directed to procure the adoption and approval of the foregoing amendment by the written consent of shareholders of this corporation entitled to vote on amendments of the articles of incorporation of the type hereinabove set forth, and thereafter to sign and verify by their oaths and to file a certificate in the form and manner required by law, and in general to do any and all things necessary to effect such amendment of the articles of incorporation in accordance with the applicable provisions of law.

There being no further business to come before the meeting, upon motion duly made, seconded, and unanimously carried, the meeting adjourned.

s/ CAMILLE A. GARNIER
Camille A. Garnier
President and Chairman

ATTEST:

s/ JOHN E. BURKE
John E. Burke
Secretary

(CORPORATE SEAL)"

TWO: The number of shares of said corporation assenting to such amendment of its Articles of Incorporation

is three thousand, and the following is a copy of the form of written consent executed by the holders of said shares, collectively constituting all shareholders of said corporation:

"WRITTEN CONSENT OF SHAREHOLDERS TO AMENDMENT
OF ARTICLES OF INCORPORATION OF WHITTIER WATER COMPANY

WHEREAS, at a special meeting of the board of directors of Whittier Water Company, a California corporation, duly held at 612 Citizens National Bank Building, Los Angeles, California, on the 31st day of December, 1949, at ten o'clock a.m., at which meeting all of the members of said board were at all times present and acting, amendment of the Third and Fourth articles of the Articles of Incorporation of said corporation was adopted and approved by resolution of said board to read as follows:

'Third: That the principal office of said corporation for the transaction of its business shall be located in Los Angeles County, State of California.

Fourth: That said corporation shall have perpetual existence.'

WHEREAS, it is deemed in the best interests of the undersigned shareholders of said corporation that its Articles of Incorporation shall be amended as above set forth,

NOW, THEREFORE, each of the undersigned shareholders of said corporation, collectively holding all of the voting power of shareholders of said corporation, does hereby adopt, approve, and consent to the foregoing amendment of said Articles of Incorporation and does hereby consent that the Third and Fourth articles of said Articles of Incorporation be amended to read as herein set forth.

IN WITNESS WHEREOF each of the undersigned has hereunto signed his name, and following his name, the date of signing and the number of shares of said corporation held by him of record on said date entitled to vote upon amendments of said Articles of Incorporation of the character of the foregoing amendment.

<u>Name</u>	<u>Date</u>	<u>Number of Shares</u>
s/ Camille A. Garnier Camille A. Garnier	December 31, 1949	800 shares
s/ John E. Burke John E. Burke	December 31, 1949	800 shares
s/ Carr H. Deitz Carr H. Deitz	December 31, 1949	800 shares
s/ Robert S. Carvey Robert S. Carvey	December 31, 1949	600 shares"

THREE: The total number of shares of said corporation entitled to vote on or consent to the adoption of such amendment

is three thousand shares.

IN WITNESS WHEREOF the undersigned have executed this certificate of amendment this 31st day of December, 1949.

Camille A. Garnier
Camille A. Garnier, President
of Whittier Water Company

John E. Burke
John E. Burke, Secretary
of Whittier Water Company

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } ss

Camille A. Garnier and John E. Burke, being first duly sworn, each for himself deposes and says:

That he is and was at all times mentioned in the foregoing certificate of amendment the president of Whittier Water Company, the California corporation therein mentioned, and that he is and was at all of said times the secretary of said corporation; that each has read said certificate, and that the statements therein made are true of his own knowledge, and that the signatures purporting to be the signatures of said president and secretary thereto are the genuine signatures of said president and secretary, respectively.

Camille A. Garnier
Camille A. Garnier

John E. Burke
John E. Burke

Subscribed and sworn to before

me this 31st day of December, 1949

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

My commission expires November 11, 1952

COPY OF THE ARTICLES OF INCORPORATION OF THE WHITTIER
WATER COMPANY AS AMENDED BY VOTE OF ITS BOARD OF DIRECTORS
AND BY WRITTEN ASSENT OF ITS STOCKHOLDERS; TOGETHER WITH
CERTIFICATE OF PROCEEDINGS WHEREBY SUCH AMENDMENT WAS EFFECTED.

We, George Chaffey president, and
A. H. Rose secretary, of the Whittier
Water Company, a corporation created and organized under the
laws of the state of California, hereby certify that at a
regular meeting of the board of directors of the said cor-
poration held at its office and principal place of business
in the city of Whittier, in the county of Los Angeles, state
aforesaid, on the 27th day of May, 1913, a majority of the
members of the said board, constituting a quorum, being
present, a resolution was duly passed and adopted by the
unanimous vote of the said members present (they being
a majority of all the members of the said board) in favor
of amending the articles of incorporation of the said cor-
poration by changing Article Second thereof, relating to the
purposes for which the said corporation is formed, and the
substitution of a new article of that number in the place
and stead of the Article Second shown in the original art-
icles of incorporation; and that afterwards all the holders
of subscribed stock of the said corporation, by an instrument
in writing bearing date the said 27th day of May, 1913, and
by the said stockholders duly signed and executed, assented
to the amendment of the said articles of incorporation in
accordance with said resolution of the board of directors,
and the said stockholders did by such last mentioned instru-
ment in writing approve and ratify said action of the board
of directors in that behalf, and authorized the present
certificate to be made and filed; which written assent of
the said stockholders signed by them, as above stated, has
been filed and remains on file and on record in the office

of the secretary of the said corporation. And we further certify that the following is a true and correct copy of the articles of incorporation of the said Whittier Water Company as amended by the majority vote of the board of directors of said corporation, and by the written assent of the stockholders representing at least two-thirds of the subscribed capital stock of such corporation, to wit, the owners of all such subscribed capital stock, at the time and in the manner above stated, that is to say:

ARTICLES OF INCORPORATION
OF
WHITTIER WATER COMPANY.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, 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 the said corporation shall be WHITTIER WATER COMPANY;

Second: That the purposes for which it is formed are:

To purchase, locate, divert, appropriate, and by any other lawful means acquire, water and water rights under the laws of the State of California and the laws of the United States.

To construct, and otherwise acquire, and maintain, ditches, mains, canals, levees, viaducts, bridges, embankments, pipe-lines, and other conduits and structures, including pumping plants and other machinery and appliances for the taking, storage, and conveyance of water and the use, sale and distribution thereof.

To grant, lease, sell, let for use temporarily, and otherwise dispose of, the water owned, controlled, or possessed by said corporation, to its own stockholders and to other corporations and natural persons and other purchasers and users, for domestic purposes, for irrigation, the generation of power, and all other beneficial uses to which water may be put, and collect lawful compensation for such water and the use thereof.

To acquire, by exchange of other property or by purchase or by condemnation, or by any other lawful means, and hold, manage, and dispose of such lands and other real estate and interests and rights in real estate and personal property, as may be necessary or convenient for use in carrying on or in connection with, the business of said corporation and the purposes for

which it is formed.

To acquire and own and hold, manage, sell, and otherwise dispose of, shares of stock in other corporations; to exchange shares of stock of this corporation for any other kind of property, real or personal, including franchises and privileges.

To borrow money and repay the same, with or without interest, and to make and issue notes, bonds, mortgages, deeds of trust, and other instruments evidencing indebtedness and securing the payment thereof; to guaranty the performance of the promises and obligations of other corporations.

To declare and pay dividends to its stockholders out of the funds and property of the corporation, which may be lawfully devoted to such dividends. To transact all business which may be necessary or convenient in the prosecution of the purposes for which the said corporation is formed, and for the acquisition, protection, management and disposition of its property.

Third: That the place where the principal business of said corporation is to be transacted is Hittier, 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 of said corporation shall be five, and that the names and residences of the directors who are appointed for the first year and to serve until the election and qualification of such officers, are as follows, to-wit:

NAMES.	RESIDENCES.
L. M. Holt,	Los Angeles, California.
M. E. Black,	Los Angeles, California.
Alice Henderson,	Los Angeles, California.
Emory Hultquist,	Los Angeles, California.
R. B. Kirchhoffer,	Los Angeles, California.

Sixth: That the amount of the capital stock of said corporation is two hundred thousand (\$200,000.) Dollars, and the number of shares into which it is divided is four thousand (4000) of the par value of fifty (\$50.) Dollars each.

Seventh: That the amount of said capital stock which has been actually subscribed is One Thousand (\$1,000) Dollars, and the following are the names of the persons by whom the same has been subscribed, and the amount subscribed by each of them, to-wit:

NAME OF SUBSCRIBER.	NO. OF SHARES.	AMOUNT.
L. M. Holt,	4 shares,	\$200.00
M. E. Black,	4 shares,	\$200.00
Alice Henderson,	4 shares,	\$200.00
Emory Hultquist,	4 shares,	\$200.00
R. B. Kirchhoffer,	4 shares,	\$200.00

IN WITNESS WHEREOF, we have hereunto set our hands

and seals this 15th day of April, 1907.

L. M. ROLT (SEAL)
M. B. BLACK (SEAL)
ALICE HENDERSON (SEAL)
EMERY HULTQUIST (SEAL)
R. B. KIRCKHOFFER (SEAL)

State of California
County of Los Angeles, ss.

On this 15th day of April, in the year one thousand nine hundred and seven A. D. before me, Andrew H. Rose, a notary public in and for the county of Los Angeles, state of California, residing therein, duly commissioned and sworn, personally appeared L. M. Rolt, M. B. Black, Alice Henderson, Emery Hultquist and R. B. Kirckhoffer personally known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have heretofore set my hand and affixed my official seal the day and year in this certificate first above written.

(Notarial Seal)

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

IN WITNESS WHEREOF, we heretofore subscribe our names as president and secretary respectively of the said corporation, and authenticate this certificate with the corporate seal thereof at its office at the city of Chittier in the county of Los Angeles, state of California, the 28th day of May, 1913.

Geo Chaffey
President of the Chittier Water Company.

Carl R. ...
Secretary of the Chittier Water Company.

(SEAL)

State of California, County of Los Angeles, ss.

On this 15th day of April, in the year one thousand nine hundred and seven A. D. before me, Andrew H. Rose, a Notary Public in and for the County of Los Angeles, State of California, residing therein, duly commissioned and sworn, personally appeared J. M. Rolt, J. S. Black, Alice Henderson, Emory Multquist and R. B. Kirchboffer personally known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

(Notarial Seal)

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

IN WITNESS WHEREOF, we hereunto subscribe our names as president and secretary respectively of the said corporation, and authenticate this certificate with the

STATE OF CALIFORNIA, } ss.
COUNTY OF LOS ANGELES

No. 8424

I, H. J. LELANDE, County Clerk and ex-officio Clerk of the Superior Court, do hereby certify the foregoing to be a full, true and correct copy of the original

Articles of Incorporation of the Whittier Water Company as amended by vote of its Board of Directors and by written assent of its stockholders; together with certificate of proceedings whereby such amendment was effected,

on file in my office, and that I have carefully compared the same with the original.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the Superior Court this 11th day

(SUPERIOR
COURT SEAL).

of June, 1913.

H. J. LELANDE, COUNTY CLERK

By

E. E. Ekdale

DEPUTY CLERK

50124

CERTIFIED COPY
8424

50124

COPY OF THE ARTICLES OF INCORPORATION OF THE WHITTIER WATER COMPANY AS AMENDED BY VOTE OF ITS BOARD OF DIRECTORS AND BY WRITTEN ASSENT OF ITS STOCKHOLDERS; TOGETHER WITH CERTIFICATE OF PROCEEDINGS WHEREBY SUCH AMENDMENT WAS EFFECTED.

FILED

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

JUN 13 1913

RANK C. JORDAN

Frank C. Jordan
Secretary of State
Deputy

Endorsed
FILED

JUN 11 1913

W. L. ...
BY *W. L. ...*
DEPUTY

ARTICLES OF INCORPORATION

of

WHITTIER WATER COMPANY.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, 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 WHITTIER WATER COMPANY.

Second: That the purposes for which it is formed are:

To purchase, locate, divert, appropriate and otherwise acquire water or water rights, under the laws of the State of California, or of the United States of America;

To construct and maintain ditches, mains, tunnels, levees, viaducts, bridges, embankments, excavations, conduits, and pipelines;

To construct systems for the distribution of the waters so acquired, and

To distribute, supply and deliver the water so acquired, at cost among its stockholders only, for domestic purposes and for the irrigation of lands owned by them;

To acquire such real estate or interest therein as may be necessary in connection with the principal business of the corporation;

To acquire, own, and hold stock of other corporations;

To sell or exchange the capital stock of this corporation or any part thereof, for the capital stock of other corporations or for

property rights or franchises;

To borrow money and issue notes, bonds, mortgages, deeds, or trust, and other instruments evidencing and securing the same, and generally to transact all business which may be necessary in connection with the successful management of the principal objects for which the corporation is formed.

THIRD: That the place where the principal business of said corporation is to be transacted is East Whittier, 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 of said corporation shall be five, and that the names and residences of the directors who are appointed for the first year and to serve until the election and qualification of such officers, be as follows, to-wit:

NAMES.	RESIDENCES.
L. E. HOLT,	Los Angeles, California.
M. B. Black,	Los Angeles, California.
Alice Henderson,	Los Angeles, California.
Emory Rultquist,	Los Angeles, California.
R. B. Kirchhoff,	Los Angeles, California.

SIXTH: That the amount of the capital stock of said corporation is two hundred thousand (\$200,000.) Dollars, and the number of shares into which it is divided is four thousand (4000) of the par value of fifty (\$50.) Dollars each.

SEVENTH: That the amount of said capital stock which has been actually subscribed is One Thousand (\$1,000) Dollars, and the following are the names of the persons by whom the same has been subscribed, and the amount subscribed by each of them, to-wit:

NAMES OF SUBSCRIBERS.	NO. OF SHARES.	AMOUNT.
L. E. Holt,	4 shares,	\$200.00
M. B. Black,	4 shares,	200.00
Alice Henderson,	4 shares,	200.00
Emory Rultquist,	4 shares,	200.00
R. B. Kirchhoff,	4 shares,	200.00

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 15th day of April, 1907.

L. M. Holt (SEAL)

M. B. Black (SEAL)

Alice Henderson (SEAL)

Emery Hultquist (SEAL)

R. B. Kirchhoffer (SEAL)

State of California }
County of Los Angeles, } SS

On this 15th day of April, 1907, in the year one thousand
nine hundred and seven A.D. before me, Andrew H. Rose, a notary
public in and for the County of Los Angeles, State of California,
residing therein, duly commissioned and sworn, personally appeared
L. M. Holt, M. B. Black, Alice Henderson, Emery Hultquist and R. B.
Kirchhoffer, personally known to me to be the persons whose names
are subscribed to the within instrument, and acknowledged to me
that they executed the same.

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

(Notarial Seal)

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

State of California)
) SS
County of Los Angeles,)

I, O.G. KEYES, County Clerk and ex-officio clerk of the Superior Court, do hereby certify the foregoing to be a full, true and correct copy of the original Articles of Incorporation of the Whittier Water Company on file in my office, and that I have carefully compared the same with the original.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Superior Court, this
15th day of April, 1907.

(SEAL)

County Clerk.

D. J. Mc Deputy.

file - 58124 =
8424

CERTIFICATE OF CREATION OF

BONDED INDEBTEDNESS

By the
WHITTIER WATER COMPANY.

Dated June 28, 1907.

FILED in the Office of the
SECRETARY OF STATE

on the third day of
August A. D. 1907

E. F. Leary
SECRETARY OF STATE

By [Signature]
Clerk
Record Book _____ Page _____

(Endorsed)
FILED

JUL 24 1907
C. G. KEYES, Clerk
By [Signature]
Deputy

CERTIFICATE OF CREATION OF BONDED INDEBTEDNESS

By the

WHITTIER WATER COMPANY

a corporation.

STATE OF CALIFORNIA)
) SS.
County of Los Angeles,)

We, the undersigned, A. M. CHAFFEY, President of the WHITTIER WATER COMPANY, a Corporation, and EMERY HULTQUIST, Secretary of said Corporation, and A. M. CHAFFEY, EMERY HULTQUIST, L. M. HOLT, J. B. CHAFFEY and A. H. ROSE, members of and constituting the entire Board of Directors of said Corporation, hereby certify that heretofore, to-wit, upon the 28th day of June, 1907, a regular meeting of the Board of Directors of said corporation was held at No. 104 N. Greenleaf Avenue, Whittier, California, being the office and principal place of business of said Corporation; that at said meeting all of the directors of said corporation were present. That at said meeting a resolution was duly adopted by the unanimous vote of all of the directors of said Corporation and that by said resolution the Board of Directors of said Corporation duly resolved to create a bonded indebtedness of said corporation in the sum of One Hundred and Fifty Thousand (\$150,000.) Dollars bearing interest at the rate of six (6%) per cent per annum, payable as follows: three (3%) per cent on January 1st, and three (3%) per cent on July 1st of each year, principal payable as follows; fifteen (15) of said bonds of Seven Thousand Five Hundred (\$7500) Dollars on July 1st, 1912, and fifteen (15) of said bonds of Seven Thousand Five Hundred (\$7500) Dollars on the 1st day of July of each year

thereafter until and including the 1st day of July, 1907, said principal and interest being made payable at the American National Bank of Los Angeles at its principal place of business in the City of Los Angeles, County of Los Angeles, State of California; said bonded indebtedness to be evidenced by the issue of Three Hundred (300) bonds for the principal sum of Five Hundred (\$500.) Dollars each, besides interest, all dated July 1st, 1907, and said interest to be evidenced by coupons attached to said bonds, two (2) each year up to the maturity thereof, each for the sum of Fifteen (\$15.) Dollars each and payable on January 1st and July 1st, respectively, and the payment of said bonds and interest to be secured by a mortgage or deed of trust on all of the property of said corporation, owned by said corporation or which it may hereafter acquire, which said mortgage or deed of trust was also ordered to be made for the purposes and on certain terms and conditions therein stated, for the further security of said bonded indebtedness and the expenses connected with the fulfillment of said trust, all of which are in said mortgage or Deed of Trust more specifically set forth.

AND WE DO FURTHER CERTIFY, that upon the 26th day of June, 1907, and after the adoption of the resolution aforesaid, the Secretary of said Corporation did address, by mail, postage fully prepaid, a copy of said resolution, to each of the stockholders of said corporation at his place of residence.

AND WE DO FURTHER CERTIFY, that upon the 26th day of June, 1907, the written assent of the stockholders holding all of the subscribed and all of the issued capital stock of said Corporation, assenting to the creation of said bonded indebtedness by said Corporation, was filed with said Secretary.

AND WE DO FURTHER CERTIFY, that said Corporation has no other bonded indebtedness and never has had any other bonded indebtedness, and said bonded indebtedness of One Hundred and

Fifty Thousand (\$250,000) Dollars, authorized, as aforesaid, was and is the first and only bonded indebtedness of said corporation.

AND WE DO FURTHER CERTIFY, that the total number of the subscribed shares and the total number of issued shares of the capital stock of said corporation, at the time of the filing of said written assent by said stockholders, was and is Four Thousand (4000) shares, and that said written assent was signed by the stockholders holding all of said subscribed capital stock and all of said issued capital stock.

AND WE DO FURTHER CERTIFY, that said A. M. CHAFFEY was at all the times herein mentioned, and still is, the President of said Corporation, and that said EMERY HULTQUIST was and at all the times herein mentioned, and still is, the Secretary of said Corporation, and that A. M. CHAFFEY, EMERY HULTQUIST, L.M. HOLT, J.R. CHAFFEY and A. M. ROSE, were, at all of said times herein mentioned, and still are, the Directors of said Corporation, and that the number of the Directors of said Corporation was, at all of said times, and now is, Five (5), and no more.

AND WE DO FURTHER CERTIFY, that all of said proceedings of said Corporation were taken under and done in all respects according to the provisions of Section 359 of the Civil Code of the State of California.

IN WITNESS WHEREOF the undersigned President, Secretary and members of the Board of Directors of said Corporation have executed this Certificate, and the undersigned Secretary thereof has herewith affixed the corporate seal of said Corporation this 22nd day of June, A.D. 1907.

(CORPORATE SEAL)

A. M. Chaffey
President of said Corporation.

Emery Hultquist
Secretary of said Corporation.

A. M. Chaffey

Emery Hultquist

L. M. Holt

J. B. Chaffey

A. M. Rose
Directors of said Corporation.

State of California, }
County of Los Angeles, } ss.

A. M. CHAFFEY, being first duly sworn on oath, says;
that he is, and at all the times mentioned in the foregoing
Certificate was, the President of the WHITTIER WATER COMPANY,
the Corporation mentioned in said Certificate; that he has
read the foregoing Certificate and knows the contents thereof
and that said Certificate and the matters therein stated are
true of his own knowledge.

A. M. Chaffey

Subscribed and sworn to before me
this 28th day of June, A.D. 1907.

Andrew H. Ross
Notary Public in and for the County (NOTARIAL SEAL)
of Los Angeles, State of California.

State of California, }
County of Los Angeles, } ss.

EMERY NULTQUIST, being first duly sworn on oath, says;
that he is, and at all of the times mentioned in the foregoing
Certificate was, the Secretary of the WHITTIER WATER COMPANY,
the corporation mentioned in said Certificate, that he has read
the foregoing Certificate and knows the contents thereof, and
that said Certificate and the matters therein stated are true
of his own knowledge.

Emery Nultquist

Subscribed and sworn to before me
this 28th day of June, A.D. 1907.

Andrew H. Ross (Notarial Seal)
Notary Public in and for the County
of Los Angeles, State of California.

State of California, }
County of Los Angeles, } SS.

On this 28th day of June, A.D. 1907, in said County and before me, Alice Henderson a notary public in and for the County of Los Angeles, State of California, residing therein and duly commissioned and sworn, personally appeared, A. M. CHAFFEY, known to me to be the President of the WHITTIER WATER COMPANY, the Corporation mentioned in the foregoing certificate, and EMERY HULTQUIST, known to me to be the Secretary of said Corporation, and A. M. CHAFFEY, EMERY HULTQUIST, L. M. HOLT, J. B. CHAFFEY and A. H. ROSE, known to me to be the Board of Directors of said corporation, and each of said persons being known to me to be the persons whose names are subscribed to and who are described in and who executed the foregoing Certificate and acknowledged to me that they executed the same respectively, as above stated, viz., as President, as Secretary and as Directors of said Corporation respectively, and said EMERY HULTQUIST at said time and place acknowledged to me that he affixed the seal of said Corporation thereto as such Secretary.

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

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

(NOTARIAL SEAL)

State of California, }
County of Los Angeles, } SS.

On this 26th day of June, A.D. 1907, in said County and before me, Alice Henderson a notary public in and for the County of Los Angeles, State of California, residing therein and duly commissioned and sworn, personally appeared, A. M. CHAFFEY, known to me to be the President of the WHITTIER WATER COMPANY, the Corporation mentioned in the foregoing certificate, and EMERY HULTQUIST, known to me to be the Secretary of said Corporation, and A. M. CHAFFEY, EMERY HULTQUIST, L. M. HOLT, J. B. CHAFFEY and A. H. ROSE, known to me to be the Board of Directors of said corporation, and each of said persons being known to me to be the persons whose names are subscribed to and who are described in and who executed the foregoing Certificate and acknowledged to me that they executed the same respectively, as above stated, viz., as Pres-

STATE OF CALIFORNIA, }
COUNTY OF LOS ANGELES, } SS.

No. 8494

I, C. G. KEYES, County Clerk and Ex-officio Clerk of the Superior Court, do hereby certify the foregoing to be a full, true and correct copy of the original

Certificate of Creation of
Whittier Water Company, a Corporation,

on file in my office and that I have carefully compared the same with the original.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the Superior Court this 24th, day of July 1907

C. G. KEYES, County Clerk.

By Sam Kutz

DEPUTY CLERK.

Ind 8472
COPY
B. M. P. S.

ARTICLES OF INCORPORATION

50124

WHITTIER WATER COMPANY

Dated April 15 1907

[Signature]

FILED in the Office of the
SECRETARY OF STATE

the 18th day of
April A. D. 1907

C. F. Lewis
Secretary of State
By [Signature]
202 Page 29

[Signature]

FILED

APR 15 1907

C. G. KEYES, Clerk
By [Signature] Deputy

Wm Rose
La
411 So Main St