

ENDORSED
FILEDIn the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

MAR 8 1996

of

SANTA PAULA BASIN PUMPERS ASSOCIATION, INC.


BILL JONES, Secretary of State

ARTICLE I.

The name of the Corporation is and shall be "Santa Paula Basin Pumpers Association, Inc." (Corporation).

ARTICLE II.

A. This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which the Corporation may be organized under such law;

B. Notwithstanding the provisions in paragraph A above, the sole purpose of the Corporation shall be to preserve, administer and promote the common business interest its members have in the stipulated judgment to be entered in the Ventura County Superior Court in the matter of United Water Conservation Dist. v. City of San Buenaventura, Case No. 115611, and as may be amended by the court from time to time ("Judgment"). The Corporation's members have certain rights and responsibilities in common with respect to the groundwater underlying the Santa Paula Basin, in Ventura County, which are set forth in detail in the Judgment. The Corporation's members also have in common an interest in the proper management and protection of both the quantity and quality of the groundwater in the Santa Paula Basin which interest is the foundation of the Judgment.

ARTICLE III.

The name and address in California of the Corporation's initial agent for service of process is:

Mr. John M. Dickenson
1141 Cummings Road
Santa Paula, CA 93060

ARTICLE IV.

The Corporation is authorized to issue one class of memberships. The total number of memberships which the Corporation may issue, and is hereby specifically authorized to issue, shall be thirty five thousand (35,000). The number of memberships issued by the Corporation shall be equivalent to the number of acre feet of groundwater allocated to the Santa Paula Basin Pumpers Association under the Judgment.

ARTICLE V.

The memberships of this Corporation may be owned only by a person or entity who also owns a beneficial interest in a pumping allocation designated for use by a member of the Corporation and as further defined and set forth in paragraph 3(a) of the Decree section of the Judgment.

ARTICLE VI.

The Board of Directors of the Corporation is granted the power and authority, as the Directors in their discretion may deem advisable, to levy and collect from time to time assessments upon all of the memberships of the Corporation at any time issued and outstanding, and shall have all of the authority, rights and privileges with reference to such assessment as provided by law with respect to corporations. Any assessment shall constitute a lien upon the memberships of the Corporation from the date upon which the Board of Directors adopts the resolution levying the assessments. Each assessment shall be the personal liability of the member owning the memberships upon which such assessment is levied and, in addition to any remedy provided by law for the collection of the assessments by sale or forfeiture of the memberships, the Corporation may proceed to collect any assessment by civil action against the holder of memberships assessed. As a further remedy, the Corporation may sell and transfer the delinquent memberships or the delinquent memberships may be forfeited to the Corporation.

The above authority is in addition to the authority contained in these Articles of Incorporation to levy and collect charges and other assessments provided for in these Articles of Incorporation, and authorized to be included in the Bylaws of the Corporation. Full power and authority are conferred upon the Board of Directors to fully carry out the authority conferred upon it.

ARTICLE VII.

From and after the initial memberships of this Corporation are outstanding, additional memberships shall only be issued as determined from time to time by the affirmative vote at a meeting or by written consent without a meeting of the holders of fifty-one percent (51%) of the outstanding memberships.

ARTICLE VIII.

The Corporation is authorized to indemnify the Directors and Officers of the Corporation to the fullest extent permissible under California law.

ARTICLE IX.

Any amendment of these Articles of Incorporation shall require the affirmative vote, at a meeting or the written consent without a meeting, of the holders of fifty-one percent (51%) of the outstanding memberships of the Corporation.

ARTICLE X.

In the event of dissolution of the Corporation, each member, including former members, shall receive their proportionate share of the Corporation property and assets based upon patronage insofar as is practicable, after paying or providing for the payment of all debts of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 26th day of February, 1996.



John M. Dickenson, Incorporator

The undersigned declares under penalty of perjury that the matters set forth in the foregoing Articles of Incorporation are true and correct of his/her own knowledge and which execution is his/her own act and deed, on this 26th day of February, 1996, at Santa Paula, California.



John M. Dickenson, Incorporator