

JUN 22 1989

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMMUNITY WATER COMPANY OF GREEN VALLEY
An Arizona Nonprofit Corporation

APPR. Frank Hancock
TERM _____
DATE 7-6-89
102411-7

Pursuant to the provisions of Article III, Chapter 5, Title 10, Arizona Revised Statutes, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation. The Articles of Incorporation are being amended and restated in order to incorporate the provisions of A.R.S. § 10-1001 et seq.

ARTICLE I. NAME. The name of the corporation is Community Water Company of Green Valley.

ARTICLE II. DURATION. The corporation shall have perpetual existence.

ARTICLE III. PURPOSES. The purpose for which this corporation is organized is the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as such laws may be amended from time to time.

ARTICLE IV. CHARACTER OF AFFAIRS. The corporation currently intends to purchase or otherwise acquire, develop, operate and maintain a water distribution system and act as a public service corporation (water utility) within the boundaries of its certificated area.

ARTICLE V. STATUTORY AGENT. The name and address of its current statutory agent is William D. Baker, Esq., Ellis, Baker, Clark & Porter, P.C., 4444 North 32nd Street, Suite 200, Phoenix, Arizona 85018.

ARTICLE VI. INCORPORATORS. The names and addresses of the incorporators were:

Burn Bannister
481 E. Paseo Chuparasas
Green Valley, Arizona

William M. Snyder
108 El Limon
Green Valley, Arizona

Charles F. Bonnet
351 Calle Lecho
Green Valley, Arizona

Fred H. Dettmar
311 E. Paseo Chuparasas
Green Valley, Arizona

John S. Hayes
258 E. Paseo Chuparasas
Green Valley, Arizona

B. George Baldwin
575 Paseo Lazo Circle
Green Valley, Arizona

Victor C. Folsom
122 W. Esperanza Blvd.
Green Valley, Arizona

Nat R. Winslow
394 Calle De Las Flores
Green Valley, Arizona

Fred C. Humphreys
135 Calle Del Diablo
Green Valley, Arizona

ARTICLE VII. DIRECTORS. The initial Board of Directors consisted of the nine incorporators listed in Article VI above.

ARTICLE VIII. LIMITED LIABILITY OF DIRECTORS. To the fullest extent the Arizona nonprofit corporation law, as the same exists or may hereafter be amended, permits elimination or limitation of the liability of directors, officers, members, employees and agents, no director, officer, member, employee or agent of the corporation shall be liable to the corporation or its members for monetary damage for the breach of fiduciary duty as such director, officer, member, employee or agent. Any repeal or modification of this article by the members of the corporation shall be prospective only and shall not adversely affect any elimination or limitation of the personal liability of a director, officer, member, employee or agent of the corporation for acts or omissions occurring prior to the effective date of such repeal or modification.

ARTICLE IX. NONPROFIT STATUS. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or members, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation set forth in these Articles of Incorporation.


ARTICLE X. DISTRIBUTION OF ASSETS UPON DISSOLUTION. The Bylaws of the corporation may provide, and may from time to time be amended so as to provide, for such prohibitions or restraints upon dividends and distributions or other distribution of assets upon liquidation of the corporation so as to qualify the corporation for tax exemption under federal and state law, as the same may from time to time be altered or amended.


ARTICLE XI. MISCELLANEOUS. This Amended and Restated Articles of Incorporation was duly adopted at an annual meeting of the members of the corporation on 24th day of April, 1989. The original Articles of Incorporation, dated September 1, 1975, were amended and restated to conform to the requirements of A.R.S. § 10-1001 et seq. The Amended and Restated Articles of Incorporation correctly set forth, without change, the provisions of the original Articles of Incorporation as amended and supercede the original Articles of Incorporation and all amendments to the original Articles of Incorporation.

DATED this 24th day of April, 1989.

COMMUNITY WATER COMPANY OF GREEN VALLEY, AN Arizona nonprofit corporation

ATTEST:


SECRETARY

By 
Its CHAIRMAN

CONSENT

The undersigned, having been designated to act as statutory agent in the Amended and Restated Articles of Incorporation of Community Water Company of Green Valley, hereby consents to act in such capacity until removal or resignation in accordance with the Arizona Revised Statutes.

DATED this 10th day of May, 1989.



William D. Baker

15THF/04