

ARTICLES OF INCORPORATION  
OF  
MELODY OAKS MUTUAL IRRIGATION COMPANY

ARTICLE I CORPORATE NAME

The name of the corporation is Melody Oaks Mutual Irrigation Company, (hereinafter referred to as the Company).

ARTICLE II PURPOSES

The purposes for which the Company is organized and operated are the following:

- 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 a corporation may be organized under such law.
- B. Specifically to purchase untreated water from NID (Nevada Irrigation District) and to distribute said untreated water to the members.
- C. Generally,
  - 1. To construct and maintain said pipeline from the NID ditch to the parcels served by the Company,
  - 2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Company arising from any covenants, conditions, easements and restrictions applicable to the Company,
  - 3. To fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the By-laws; to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Company, including all licenses, taxes, water fees or governmental charges levied or imposed against the Company,
  - 4. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, or convey easements, real or personal property in connection with the affairs of the Company,
  - 5. To act in the capacity of principal, agent, joint venturer, partner or otherwise,
  - 6. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific or general purposes of this corporation.

ARTICLE III AGENT FOR SERVICE OF PROCESS

The name and address in the State of California of this corporation's initial agent for service of process is: Maxine G. Harmon, 21054 Big Oak Drive, Smartville CA 95977

#### ARTICLE IV BY-LAWS

The membership in the Company, the property, voting, and other rights and privileges of the members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the By-laws.

#### ARTICLE V INITIAL DIRECTORS

The names and addresses of the members who are to act in the capacity of directors until the selection of their successors are:

Maxine G. Harmon, 21054 Big Oak Drive, Smartville CA 95977  
Leslie Anderson, 22333 Big Oak Drive, Smartville CA 95977  
Caroline Burnside, 10628 Melody Road, Smartville CA 95977  
Timothy Miller, 21710 Darcey Lane, Smartville CA 95977  
Peter Vasilakos, 21426 McDaniel Road, Smartville CA 95977  
Anthony Yeoman, PO BOX 39, Smartville CA 95977

#### ARTICLE VI PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles of Incorporation, the Company shall be subject to the following limitations and restrictions:

- A. The Company shall at all times conduct and carry out the operations and duties imposed upon the Company by its Articles, General Law, and By-laws in such a manner and method so as to qualify as a Mutual Irrigation Company under the Internal Revenue Code.
- B. Ninety percent (90%) or more of the Company's expenditures for any fiscal year must be for construction, management, maintenance and water fees.
- C. No part of the income of the Company shall be expended toward the benefit of any private member of the Company or other individual (other than by acquiring, constructing, or providing management, maintenance, and care of the Company's property, and other than a rebate of excess membership dues, fees, or assessments).

#### ARTICLE VII AMENDMENTS

New articles may be adopted or these Articles may be amended or repealed by the vote or written consent of members entitled to vote whose voting rights constitute at least two thirds (2/3) majority of the total members.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

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Maxine G. Harmon, Director

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Leslie Anderson, Director

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Caroline Burnside, Director

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Timothy Miller, Director

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Peter Vasilakos, Director

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Anthony Yeoman, Director

We declare that we are the persons who executed the foregoing Articles of Incorporation which execution is our act and deed.

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Maxine G. Harmon, Director

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Leslie Anderson, Director

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Caroline Burnside, Director

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Timothy Miller, Director

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Peter Vasilakos, Director

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Anthony Yeoman, Director