Amended April 15, 1931

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B Y - L A W S

BOX SPRINGS MUTUAL WATER COMPANY

ARTICLE I.

The officer s shall consist of a President, Vice President, Treasurer and Secretary, who shall, with the exception of the Secretary and Treasurer, be chosen by the Directors from among themselves.

ARTICLE II.

Sec. I. A board of three directors shall be elected at the annual meeting of the stockholders. The directors elected shall serve for one year from the third Tuesday in January and until their successors are elected and qualified.

Sec. II. No stockholders shall be eligible for election as a member of the Board of Directors unless he is a bona fide owner of at least one share of the Capital Stock of the company.

ARTICLE III.

Sec. I. President: The President shall preside at all meetings of the Directors or Stockholders. He shall sign as President all certificates of stock and all contracts and other instruments in writing which have been first approved by the Board of Directors. He shall draw all checks and warrants upon the Treasury. He shall have the casting vote al all meetings of stockholders or Directors. He shall call the Directors together whenever he deems it necessary, and he shall have, subject to the advice and control of the Directors, the general superintendence of the affairs of the company. In the absence of the President, the Vice President shall perform his duties.

Sec. II . Treasurer: It shall be the duty of the Treasurer to keep safely all moneys belonging to the company, and disburse the same under the Direction of the Board of Directors on warrants signed by the President and Secretary. At each annual meeting of the stockholders, he shall submit a complete statement of his accounts for the past year with the proper vouchers, for their information. He shall discharge such other duties pertaining to his office as shall be prescribed by the Board of Directors.

Sec. III. Secretary: It shall be the duty of the Secretary to keep a record of the meetings of the Board of Directors and of the Stockholders. He shall keep the book of blank certificates of stock, fill up and countersign all the certificates issued and make the corresponding entries on the margin of each book on such issuance. He shall keep a proper transfer book and a stock ledger in debit and credit form, showing the number of shares issued to and transferred by any stockholders and the date of such issuance and transfer. He shall countersign all checks, keep proper account books and discharge such other duties as pertain to his office and are prescribed by the Board of Directors.

ARTICLE IV.

The Board of Directors shall have power:

1st. To call meetings of stockholders when they deem it necess ary, giving not less than two weeks' notice thereof in manner as hereinafter provided, and they shall call meetings of the stockholders at any time upon a written request for that purpose, of persons representing one-fourth of all the capital stock.

2nd. To make rules and regulations not inconsistent with the laws of the State of California or the by-laws of the company, for the guidance of the officers and management of the affairs of the company, and for the distribution of water to the stockholders of the company in proportion to the amount of stock owned by them.

3rd. To incur such indebtedness as they may deem necessary. Provided, however, that no indebtedness over Twenty Thousand Dollars shall at any time be incurred by the corporation, and to authorize the execution by the President and Secretary of any note for such indebtedness.

ARTICLE V.

It shall be the duty of the Board of Directors:

1st. To cause to be kept a complete record of all their meetings and acts, and also of the proceedings of the stockholders and to present a full statement at the regular annual meeting of the stockholders, showing in detail the assets and liabilities of the company, and generally the condition of its affairs. A similar statement shall be presented at any other meeting of the stockholders when thereto required by persons representing at least one-fourth of the capital stock of the company.

2nd. To supervise all the acts of the officers and employees, require the Secretary and Treasurer to keep full and accurate books and accounts, and to prescribe the form and mode of keeping such books.

3rd. To cause to be issued to the stockholders, in proportion to their several interests, certificates of stock, not to exceed in the aggregate the capital stock of the company.

4th. To cause the moneys of the company to be safely kept, directing from time to time where they shall be kept or deposited.

ARTICLE VI.

A general superintendent shall be appointed by the Board of Directors and be removed at their pleasure. It shall be his duty:

1st. To take charge of all property belonging to the company and to control and direct all labor and business pertaining to the interests, objects and operations of the company at the works, but entirely subject to the directions and control of the Board of Directors or of the President of the Company.

2nd. To make monthly returns to the Board of Directors of all persons hired or employed at the works, and a statement of all expenditures, accompanying the same with the necessary vouchers and report the general condition of the works.

3rd. To make requisitions upon the Board of Directord for necessary funds, stating the precise object for which they are required, and if approved by the Board, the money shall be transmitted to him, in such mode as they may direct, but he shall not have the power to sign notes or contracts for the company, neither shall he have the power to incur any indebtedness, unless so especially authorized by the President or Board of Directors.

ARTICLE VII.

The members of the Board of Directors shall receive no compensation for their services, but shall be allowed their reasonable traveling expenses when actually engaged in the business of the company, to be audited and allowed as in other cases of demands against the company. The Secretary and Superintendent shall receive such compensation for their services as the Board of Directors shall determine.

ARTICLE VIII.

No contract by any officer of the company shall be valid without the previous authorization or subsequent ratification of the Board of Directors.

ARTICLE IX.

Sec. I. The regular annual meeting of the stockholders shall be held on the first Wednesday in June of each year, at the office of the company in Riverside, Riverside County, California. A representation of a majority of the capital stock shall be necessary for the transaction of the business of all meetings of stockholders. At such meeting a representation by proxy duly appointed shall be allowed, such proxy to be in writing and filed with the Secretary of the Company.

Sec. 2. A regular quarterly meeting of the Board of Directors shall be held on the first Wednesday of June, September, December and March, of each year, and special meetings of the Board of Directors may be called by the President whenever he may deem it expedient, and may be called at any other time by request of three members of the Board. A majority of the Board of Directors shall constitute a quorum for the transaction of business. Notice of regular meeting of the Board of Directors shall not be required.

Sec. 3. All meetings of the stockholders shall be called by the Secretary, sending postal cards to each stockholder two weeks previous to such meeting.

ARTICLE X.

Certificate s of stock shall be of such form and device as the Board of Directors may direct, and such certificates shall be signed by the President and Secretary and shall express on its face their number, date of issuance, number of shares for which, and the persons to whom issued. Several certificates may be issued to the same person or persons, provided that in the aggregate they do not exceed the number of shares belonging to such person or persons. The certificate book shall contain a margin in which shall be entered the number, date, number of shares and the name or names of the person or persons expressed in the corresponding certificates.

ARTICLE XI.

Shares of the company may be transferred at any time by the holders thereof or by attorney legally constituted, or by legal representatives. But no transfer shall be valid except between the parties thereto until entered in the proper form on the books of the company. The surrendered certificate shall be canceled before a new certificate shall be issued in lieu thereof, the receiver of the new certificate shall be required to signify his assent to the by-laws of the company, and no transfer of any shares of stock shall be valid upon which any assessments are due and unpaid, or the holder of which is indebted to the company, on any account whatever, without the consent of the Board of Directors.

ARTICLE XII.

The books and papers in the office of the Secretary and Treasurer shall at all times during business hours be open to the inspection of the Board of Directors and of any stockholder.

ARTICLE XIII.

Miscellaneous Matters.

Sec. 1. The Board of Directors shall have power to appoint and remove at pleasure all officers, agents and employees of the company, prescribe their duties, fix their compensations and require of them to give security for the faithful discharge of their duty.

Sec. 2. All water owned, developed or acquired by this company shall be divided pro rata in proportion to the amount of stock they severally hold, amongst the stockholders, at such rates as the Board of Directors deem necessary to pay all of the operating expenses of the company and a proper allowance for depreciations, and these rates shall be fixed at the first meeting of the Board of Directors after the annual election in each year.

Sec. 3. If the corporation shall have available more water than it is desired to use or if any stockholder shall not desire to use the water to which he is entitled, the surplus water may be delivered to any other stockholder of the corporation for use upon property within the territorial limit prescribed in the Articles of Incorporation at the rate at which water is furnished to other stockholders.

ARTICLE XIV.

These by-laws may be altered or amended at any annual meeting of the company, or by the written consent of two-thirds of the subscribed stock.

Amended April 15, 1931