Myoma Dunes
Mutual Water Company

RESTATED
BYLAWS

AMENDED AND RESTATED

***April 1* , 2024**

MYOMA DUNES
MUTUAL WATER COMPANY

RESTATED BYLAWS

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RESTATED BYLAWS

OF

MYOMA DUNES MUTUAL WATER COMPANY

Article I

NAME

The name of this corporation is and shall be MYOMA DUNES MUTUAL WATER COMPANY and for convenience shall be referred to hereafter as the "Company."

Article II

OFFICES

The principal office for the transaction of the business of the Company shall be located at such place as may be determined by the Board of Directors.

Article III

OBJECTS AND PURPOSES

The objects and purposes of the Company shall be to develop, distribute, supply, and deliver water for domestic, municipal and irrigation uses or any one of such uses to its shareholders at actual cost plus necessary expenses, and to no one except its shareholders, or to the State or agency or department thereof, or to any school district or to any public agency (including public agency water utility), or to any other mutual water company at actual cost plus necessary expenses. The Company shall be authorized to do whatever may be deemed necessary, conducive, incidental or advisable to accomplish and promote said objects or purposes, including, but not limited to:

(a) Constructing, leasing, maintaining and operating water system facilities;

(b) Acquiring, owning, leasing or developing water, water rights or water bearing lands;

(c) Paying all taxes, utilities, charges, assessments by which to further the foregoing objects and purposes; and to do any other act or thing in any way connected with the foregoing or related to the objects and purposes of the Company;

(d) Borrowing money and incurring indebtedness on behalf of the Company, and cause to be executed and delivered for the Company's purposes, in the Company's name,

promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;

(e) Applying for and obtaining grants from any federal, state or local agency;

(f) Levying, collecting and enforcing assessments upon and from the capital stock and shareholders of the Company, to raise money for the Company's purposes;

(g) Fixing and defining the rates to be charged the shareholders for water service and establish other fees and charges applicable to the Company's operations; and

(h) Adopting and enforcing rules and regulations regarding operation of the Company's water system and provision of water service to the Company's shareholders, including but not limited to, implementing water use restrictions as may be required by law or regulation, including the power to adopt a moratorium on new service connections or meter installations during drought or water shortage conditions, or as otherwise may be determined by the Board in its sole discretion.

Article IV

SHAREHOLDERS

Section 1. **Shareholders; Issuance of Shares; Stock Records.** Shareholders of the Company shall be limited to the owner or owners of the lots or parcels of real property within the boundaries of the real property described in Exhibit A attached hereto and by this reference incorporated herein as a part hereof, on the basis of one (1) share to be issued to each account maintained by a shareholder (for example, if a shareholder owns three separate properties for which the shareholder has one separate account for each property, that shareholder would be entitled to own three shares of stock; one share for each account). Shares will be issued to all commercial/business accounts currently receiving water service from the Company. Existing residential accounts will be issued one share per account, to be reflected on the Company's stock records, and new commercial/business and residential accounts will be issued their respect shares upon opening of the account. As to any lot or parcel of land held in joint tenancy, tenancy in common, or in the name of a partnership or in any other way, only one (1) person of any number of such co-owners shall be a shareholder of this Company. The Company may maintain its stock records through an electronic database and paper certificates may be issued upon request by a shareholder.

Section 2. **Eligibility for Holding Stock.** All persons who become owners of lots or parcels of property, as defined and described in Section 1 of this Article IV shall, by reason of such ownership become shareholders of the Company and be issued one share in the Company for each account associated with the lot or parcel so owned.

Section 3. **Voting Rights.** Each shareholder shall be entitled to one vote for each share held on each matter submitted to the vote of the shareholders. No distinction shall exist between the shareholders except that a shareholder must be in good standing in order to vote his share. For

purposes of these Bylaws, "good standing" means that the shareholder is not then suspended, is current in all monies owed to the Company and is not otherwise in violation of the Company's Rules and Regulations. Shareholders may cumulate their votes for directors as provided in Corporations Code.

Section 4. **Termination.** The Board of Directors may, by affirmative vote of two-thirds of all members of the Board, suspend or expel a shareholder for cause after an appropriate hearing and by majority vote of those present at any regularly constituted meeting, and may cancel the share certificate of any shareholder who becomes in default in the payment of assessments for the period fixed in Article XIV of these bylaws. Any such hearing shall be conducted by the Board of Directors at a regular or special meeting of the Board held upon at least seven (7) days' prior written notice to the shareholder who is subject to suspension or expulsion. That shareholder will be entitled at that hearing to present any evidence and witnesses in support of his or her position against the proposed suspension or expulsion.

Section 5. **Resignation.** Any shareholder may cancel his share or shares by filing a written cancellation with the Secretary but such cancellation shall not relieve the shareholder so canceling of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 6. **Reinstatement.** Upon the written request signed by a former shareholder and filed with the Secretary, the Board of Directors may reinstate such former shareholder's share upon such terms as the Board of Directors may deem appropriate.

Section 7. **Appurtenant Shares; Transfer of Shares.** The Company's shares of stock shall be appurtenant to the land owned by the shareholder, as reflected on the Company's stock records. Shares in the Company are transferable or assignable only with the transfer or assignment of the lot or parcel of land to which the share and associated account is attached.

Section 8. **Rights and Liabilities.** No shareholder of the Corporation shall have any right, title, or interest in or to any property or assets of the Corporation, except upon dissolution. The private property of the shareholders shall be exempt from execution or other liability for any debts of the Corporation and no shareholder shall be liable or responsible for any debts or liabilities of the Corporation.

Article V

MEETINGS

Section 1. **Place of Meeting.** The Board of Directors may designate any place, either within or without the State of California, as the place of meeting for any annual meeting or for any special meeting. If no designation is made, the place of meeting shall be the principal office of the company; but if all the shareholders shall meet at any time and place, either within or without the State of California, and consent to the holding of a meeting before or after the meeting, such meeting shall be valid without call or notice, and at such meeting any Company action may be taken.

Section 2. **Annual Meeting.** The annual meeting of shareholders shall be held on the first Monday of April each year at 10:00 a.m. for the purpose of electing directors, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the Board to notify the shareholders of the date, place and time and to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Corporation and in the event of such failure the annual meeting shall be held within a reasonable time thereafter. The annual meeting may be conducted by virtual or remote technology, as permitted by California law.

Section 3. **Special Meetings.** Special meetings of the shareholders may be called by the President, by a majority of the Board of Directors or by shareholders holding not less than ten percent (10%) of the total voting power, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided.

Section 4. **Notice of Meetings.** Written notice stating the place, day, and hour of the meeting and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon his or her default, by any director or by the persons calling the meeting, to each shareholder. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the records of the Corporation and with postage thereon prepaid. Notice of meetings may also be provided by electronic mail in accordance with the provisions of Corporations Code Section 20. The failure of any shareholder to receive notice of an annual or special meeting of the shareholders shall not invalidate any action which may be taken by the shareholders at any such meeting.

Section 5. **Quorum.** The presence in person or by proxy of a majority of the total number of shares of the Corporation shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person or by proxy may adjourn the meeting from time to time without further notice, provided that if the meeting is adjourned for forty-five (45) days or more, or if after the adjournment a new record date is fixed, notice shall be given as provided above.

Section 6. **Proxies.** At any meeting of shareholders, a shareholder entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Any proxies must be provided to the Secretary at least forty-eight (48) hours before any annual or special meeting of the shareholders to allow for the verification of those proxies in advance of the meeting.

Section 7. **Consent of Absentees.** The transaction of any meeting of the shareholders, however called and noticed, shall, be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written

waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporation records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person objects, at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice but not so included if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular meeting of shareholders need be specified in any written waiver of notice, unless otherwise provided in these bylaws, except as provided by Section 601 (f) of the Corporation Code of California.

Section 8. **Action Without Meeting.** In accordance with Corporations Code Section 603, any action which may be taken at any annual or special meeting of shareholders may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take that action at a meeting at which all shares entitled to vote on that action were present and voted. However, in the case of an election of directors, such a consent shall be effective only if signed by the holders of all outstanding shares entitled to vote for the election of directors; provided, however, that a director may be elected at any time to fill a vacancy on the Board of Directors that has not been filled by the directors, by the written consent of the holders of a majority of the outstanding shares entitled to vote for the election of directors. All such consents shall be filed with the Secretary of the Corporation and shall be maintained in the corporate records. Any shareholder giving a written consent, or the shareholders' proxy holders, or a transferee of the shares of a personal representative of the shareholder or their respective proxy holders, may revoke the consent only by a writing received by the Secretary of the Corporation before written consents of the number of shares required to authorize the proposed action have been filed with the Secretary, but may not do so thereafter.

If the consents of all shareholders entitled to vote have not been solicited in writing, and if the unanimous written consent of all such shareholders has not been received, the Secretary shall give prompt notice to those shareholders entitled to vote who have not consented in writing of the corporate action approved by the shareholders without a meeting. This notice shall be given in the manner specified in Section 5 of this Article 5. In the case of a request for written action to approve: (i) contracts or transactions in which a director has a direct or indirect financial interest, pursuant to Section 310 of the Corporations Code of California, (ii) indemnification of agents of the Corporation, pursuant to Section 317 of that Code, and (iii) a reorganization of the Corporation, pursuant to Section 1201 of that Code, the notice shall be given at least ten (10) days before the consummation of any action authorized by that approval.

Article VI

DIRECTORS

Section 1. **General Powers.** The business and affairs of the Company shall be managed by a Board of Directors of the Company which shall exercise all of the powers of the

Company except such as are by law, the Articles of Incorporation or these Bylaws conferred upon or reserved to the shareholders.

Section 2. **Number, Tenure, and Qualifications.** The number of directors shall be four (4). Directors need not be shareholders in the Company and need not reside within the Company's service area. Commencing with the 2024 annual shareholders' meeting, directors shall serve terms of four (4) years, except for two directors' positions, which shall be determined by lot to serve terms of only two (2) years and which two positions' terms shall therefore end in conjunction with the 2026 annual shareholders' meeting. Upon completion of the 2024 annual shareholders' meeting, the Company shall notify all shareholders of the directors then serving and shall identify which two (2) directors are serving two (2) year terms and which two (2) directors are serving four (4) year terms. After the 2024 annual shareholders' meeting, directors shall be elected every two (2) years in staggered terms at the applicable annual meeting of the shareholders, such that those two directors' positions determined at the 2024 annual shareholders' meeting to serve two (2) year terms shall be elected at the 2026 annual shareholders' meeting to four (4) year terms, to expire in conjunction with the 2030 annual shareholders' meeting, and those two (2) directors' positions determined at the 2024 annual shareholders' meeting to serve four (4) year terms shall be elected at the 2028 annual shareholders' meeting to serve four (4) year terms, to expire in conjunction with the 2032 annual shareholders' meeting, and so on for future annual shareholders' meetings. If any such annual meeting where directors would otherwise be elected is not held or if the directors are not elected at a particular meeting, the directors may be elected at a special meeting of shareholders held for that purpose. Each director, including a director appointed or elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. Voting for directors at shareholders' meetings shall be by voice vote unless a shareholder requests a vote by written ballot. Within six months of taking office, each director must complete the two-hour training required under subdivision (a) of Health and Safety Code Section 116755, which must be repeated every six years.

Section 3. **Vacancies.** Vacancies may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected or appointed shall hold office for the remainder of the term and until his or her successor is elected at the applicable annual shareholders' meeting.

A vacancy or vacancies shall be deemed to exist in case of the death, resignation, or removal of any director, or if a director has been declared of unsound mind by an order of court or convicted of a felony, or if the authorized number of Directors be increased, or if the shareholders fail, at any annual meeting of shareholders at which any Director or Directors are elected, to elect the full authorized number of Directors. The shareholders may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board of Directors shall have power to appoint a successor to take office when the resignation is to become effective.

Section 4. **Compensation and Fees.** Directors and members of Committees may receive such compensation, if any, for their services, and such reimbursement for expenses as may be fixed or determined by the Board of Directors.

Section 5. **Performance of Duties.** A Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Company and its shareholders and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(a) One or more officers or employees of the Company whom the Director believes to be reliable and competent in the matters presented.

(b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence.

(c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a Director in accordance with this section shall have no liability based upon any alleged failure to discharge the person's obligations as a Director.

Article VII

MEETING OF DIRECTORS

Section 1. **Place of Meeting.** The Board of Directors may designate the place of meeting, either within or without the State of California, for any regular or special meeting. If no designation is made, the place of meeting shall be the principal office of the company.

Section 2. **Organizational Meeting.** Immediately following each annual meeting of shareholders, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business.

Section 3. **Regular Meetings.** Other regular meetings shall be held at least quarterly at such time as is established by the Board of Directors.. Notice of all such meetings shall be provided as set forth in Section 7, below.

Section 4. **Special Meetings.** Special meetings of the Board may be called by the Chairman of the Board, by the President, or any Vice-President or the Secretary or by any two Directors. Notice of any special meeting shall be given as set forth in Section 7, below.

Section 5. **Emergency Meetings.** An emergency meeting of the Board may be called by the President, or by any two Directors other than the President, if there are circumstances that

could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to provide notice as required by Section 7, below.

Section 6. **Open Meetings; Limitation on Board Action.** All Board of Directors' meetings shall be open to attendance by Eligible Persons ("Eligible Persons" shall mean shareholders, non-shareholder customers who receive water service from the Company, and any elected city or county official who represents people who receive drinking water from the Company on a retail basis), except for executive sessions of the Board set forth in Section 13, below. Any Eligible Person who desires to attend a Board of Directors' meeting must provide at least twenty-four (24) hours' prior written notice of his or her intent to attend that meeting. Any Eligible Person who attends a Board meeting must be allowed to speak at the meeting, although the Board can establish a reasonable time limit for such comments. Other than for the exceptions listed in subdivision (i) of Corporations Code Section 14305, the Board of Directors may not discuss or take action on any item at a non-emergency Board meeting that is not placed on the agenda included in the notice for that meeting. Directors are also prohibited from taking action on any items outside of a Board meeting unless the item has been delegated by the Board to another person.

Section 7. **Notice.** Notice of the time and place of all Board meetings must be provided, as specified in this paragraph, to all Eligible Persons at least four (4) days before the meeting. Notice of the meeting must specify the time and place of the meeting and must include an agenda for the meeting, specifying the items to potentially be discussed and upon which action may be taken. Notice of the meeting shall be posted at the outside of the Company's office, may be provided by e-mail to any Eligible Person if the Eligible Persons consents, and must be provided by mail to any Eligible Person who has requested mailed notice of the meetings; provided that the Company may recover from the recipient the reproduction and mailing costs for that requested notice.

Notices of meetings shall be delivered to Directors personally, by facsimile or by electronic mail to each Director or sent by first-class mail, charges prepaid, addressed to each Director at that Director's address as it is shown on the Company's records, or as may have been given to the Company by the Director for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place where the meetings of the directors are regularly held. Notice shall be provided to Directors at least four (4) days before any Board of Directors' meeting.

Section 8. **Quorum.** A majority of the Board of Directors (i.e., three for so long as the Board consists of four Directors) shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9. **Action.** The act of a majority of the Directors present at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 10. **Director Inspection Rights.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation. Such inspection by a Director may be made in person or by agent or attorney and includes the right to copy and obtain extracts.

Section 11. **Adjournment.** A quorum of the Directors may adjourn any Directors meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 12. **Telephonic Meetings.** Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as notice of the teleconferenced meeting is provided (including identifying at least one physical location where Eligible Persons, as defined in Section 6, above, may attend) and all Directors participating in the meeting, and any Eligible Person attending the meeting, can hear one another. All Directors participating by teleconference shall be deemed to be present in person at the meeting. The Board may not conduct a meeting by a series of electronic transmissions, except in the event of an emergency meeting, as described in Section 5, above, where all Directors consent in writing to the action.

Section 13. **Executive Session.** The Board may, as specified on the agenda and notice for any meeting, adjourn a meeting and reconvene in executive session to discuss: (a) pending or potential litigation; (b) contracts to be formed with third parties; (c) shareholder discipline; provided that the shareholder that is the subject of any fine, penalty or other discipline has the right to attend the executive session; (d) personnel matters; or (e) a shareholder's payment of assessments where the shareholder requests to meet in executive session. Any matters discussed in executive session of a Board meeting must be generally noted in the minutes of the Board meeting at which the executive session occurred.

Section 14. **Violations of Open Meeting Provisions.** If an Eligible Person alleges the Board has violated the open meeting requirements specified in this article, before filing a legal action regarding that alleged violation, the Eligible Person must make a demand on the Board to cure or correct the alleged violation. The demand must be in writing and must be submitted to the Board within ninety (90) days from the date the alleged violation occurred. The demand must state the Board action being challenged and the nature of the alleged violation. Within thirty (30) days of receipt of the demand, the Board must cure or correct the challenged action and inform the Eligible Person in writing of its actions to cure or correct or inform the Eligible Person in writing of the Board's decision not to cure or correct the challenged action.

Within fifteen (15) days of receipt of the written notice of the Board's decision to cure or correct or not to cure or correct, or within fifteen (15) days of the expiration of the 30-day period to cure or correct, whichever is earlier, the Eligible Person may commence legal action. If the Eligible Person fails to commence the action within that fifteen (15) day period, the Eligible Person is then barred from later commencing the action.

Article VIII

OFFICERS

Section 1. Generally. The officers of the Company shall be a President, Vice President, Secretary and Treasurer. The President and Vice President must be a Director, but the Secretary and Treasurer need not be Directors.

Section 2. Election and Term of Office. The officers of the Company shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Terms of Employment. The Board of Directors may appoint, employ, terminate, discharge, fix the compensation and provide for the duties and powers of such officers, agents and employees including removal with or without cause, as in the sole judgment of the Board shall be advisable subject to the provisions of this article and the provisions of written contracts of employment, if any. Any officer may resign at any time by giving written notice to the Board, or to the president or to the secretary of the Company. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; the acceptance of such resignation shall not be necessary to make it effective. Such resignations shall be governed by the terms of the employment agreement, if any.

Section 5. President. The powers and duties of the President are as follows:

(a) He or she shall be the principal executive officer of the Company and, unless otherwise determined by the members of the Board, shall preside at all meetings of the members and the Board;

(b) He or she may sign any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the company or shall be required by law to be otherwise signed or executed;

(c) He or she shall in general perform all duties incident as may be prescribed by the Board from time to time.

Section 6. Vice-President. In the event that the Board of Directors appoint a Vice-President, the Vice-President shall perform the duties of the President and, when so acting, shall

have all the powers of and be subject to all the restrictions placed upon the President. The Vice-President shall also perform such other duties as from time to time may be assigned to him by the Board or the President.

Section 7. **Secretary.** The duties of the Secretary are as follows:

(a) He or she shall keep the minutes of the meetings of the members and of the Board in one or more books provided for that purpose;

(b) He or she shall see that all notices are duly given in accordance with these bylaws or as required by law;

(c) He or she shall be custodian of the corporate records and of the seal of the Company and affix the seal of the Company to documents, the execution of which on behalf of the Company under its seal is duly authorized in accordance with the provisions of these Bylaws;

(d) He or she shall keep a register of the names and post office addresses of all shareholders;

(e) He or she shall have general charge of the books of the Company;

(f) He or she shall keep on file at all times a complete copy of the Articles of Incorporation and Bylaws of the Company containing all amendments thereto (which copy shall always be open to the inspection of any shareholder and, at the expense of the company, forward a copy of the bylaws and of all amendments thereto to each shareholder requesting a copy); and

(g) He or she shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board or the President.

Section 9. **The Treasurer.** The duties of the Treasurer are as follows:

(a) He or she shall have charge and custody of and be responsible for all funds and securities of the Company;

(b) He or she shall be responsible for the receipt of, and the issuance of receipts for, all moneys due and payable to the Company and for the deposit of all such moneys in the name of the Company such bank or banks as shall be selected in accordance with the provisions of these Bylaws; and

(c) He or she shall in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the Board or the President.

Section 10. **Subordinate Officers.** The Board of Directors may appoint such other officers as the business of the Company may require including but not limited to assistant secretaries and assistant treasures, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the Board may from time to time determine.

Article IX

COMMITTEES

Section 1. **Committees of Directors.** The Board may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the board or otherwise in these bylaws, shall have all the authority of the Board, except with respect to:

(a) The approval of any action requiring shareholder approval.

(b) The filling of vacancies on the Board or in any committee.

(c) The fixing of compensation of the Directors for serving on the board or on any committee.

(d) The amendment or repeal of bylaws or the adoption of new bylaws.

(e) The amendment or repeal of any resolution of the Board, which by its express terms is not so amendable or repealable.

(f) A distribution to the shareholders of the Corporation except at a rate or in a periodic amount or within a price range determined by the Board.

(g) The appointment of other committees of the Board or the members thereof.

Section 2. **Notice of Committee Meetings.** The manner of call and holding of committee meetings shall be the same as that provided herein for meetings of the Board of Directors.

Article X

SEAL

The corporate seal of the Company shall be in the form of a circle and shall have inscribed thereon the name of the Company and the words "Corporate Seal" and "California."

Article XI
FINANCIAL MATTERS

Section 1. **Contracts.** Except as otherwise provided in these bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Company, and such authority may be general or confined to specific instances.

Section 2. **Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of the Company shall be signed by such officer or officers, agent or agents, employee or employees of the Company and in such manner as shall from time to time be determined by resolution of the Board.

Section 3. **Deposits.** All funds of the Company shall be deposited from time to time to the credit of the Company in such bank or banks as the Board may elect.

Section 4. **Rate Structure.** The Company shall establish a rate structure that will result in the accumulation and maintenance of a reserve fund for the replacement of its facilities to ensure compliance with state and federal Safe Drinking Water Acts. Such rate structure shall bear a reasonable relationship to the cost of furnishing water. Unimproved lots within the area to be served shall bear an appropriate share of the costs of maintaining the water system.

Section 5. **Annual Review; Budget.** The Company shall engage a certified public accountant or public accountant to conduct an annual review in accordance with generally accepted accounting principles of the corporation's financial statements and financial reports. The Board of Directors shall prepare and adopt a budget prior to the commencement of the Company's fiscal year.

Article XII

SHARE CERTIFICATES

Section 1. Share certificates of the Company shall be in such forms as the Board of Directors shall designate and shall be issued over the signature of the President and Secretary. A certificate book shall be maintained, including electronically in accordance with Article IV, Section 1, above, which shall contain a margin on which shall be shown the number, date, and name of the shareholder, as set forth in the corresponding certificate. The Company may issue

shares electronically and provide paper confirmation of share ownership upon request by a shareholder.

Section 2. Share Certificates of the Company shall be appurtenant to the lots and real property as the same are described and set forth above in Article IV of these bylaws and shall not be transferable except with the conveyance of the lot or other real property for which said certificate is issued. No fractional shares or certificates shall be issued. Such conveyance of a lot or other real property shall effectuate the transfer of the certificate appurtenant to that particular lot or real property to its purchaser.

Section 3. Share certificates of the Company are not transferable or assignable except as specifically provided in these bylaws.

Section 4. All transfers of such certificates shall be subject to:

(a) a transfer fee established by the Board of Directors and

(b) the payment of all indebtedness to the Company of the shareholder whose certificate is transferred and the Company shall not transfer any share when amounts resulting from unpaid assessments or charges connected with the underlying lot are owed to the Company.

Article XIII

ASSESSMENTS; RATES AND CHARGES; COLLECTIONS

Section 1. **Levying of Assessments.** Assessments for the installation, depreciation, maintenance and operation and expansion of the pipelines and water system owned by the Company may be levied by the Board on the shareholders from time to time as deemed necessary and any such assessments shall be delinquent thirty (30) days from the date of the call therefore mailed postage prepaid from the office of the Company to such shareholders at their addresses on file with the Secretary. Such assessments shall be levied in accordance with Corporations Code Section 423.

Section 2. **Delinquent Payment of Assessments, Rates and Charges.** Delinquent assessments or rates and charges imposed for water service the Company provides shall be subject to such penalties as may be fixed by the Board. Failure of any shareholder to pay any assessment, rate or charge when due may in the discretion of the Board constitute a forfeiture of the right to use water from the Company system and may lead to termination of water service in accordance with rules and regulations adopted by the Board of Directors in accordance with California law.

Section 3. **Lien Rights.** To secure any moneys due or to become due from each shareholder for any water delivered or to be delivered to such shareholder and to further secure the payment of any assessment or charge levied by the Company, the Company shall have, and is hereby given, a lien upon such shareholder's shares in respect of which water service is provided, and a lien upon the land of each shareholder to which such shareholder's shares of the capital stock

of the Company are appurtenant. Upon any such delinquency in the payment of monies owed to the Company, the Company is authorized to take any actions necessary to perfect that lien. Such lien shall continue until any amount owing to the Company is paid or said land is sold to satisfy said lien. The Company shall perfect any lien against a shareholder's real property by the recording of a notice of lien with the Riverside County Recorder, which claim of lien shall include all collection costs the Company has incurred through the date of recording of said lien, as well as interest and penalties that have accrued on the amount owing to the Company. In accordance with Corporations Code Section 14304, the Company shall provide any such shareholder at least twenty (20) days' written notice before recording that lien. The Company shall comply with applicable law in the event it becomes necessary to foreclose upon any such lien in order to collect monies owed to the corporation.

Section 4. **Forfeiture of Shares.** In addition, in accordance with Section 14303 of the California Corporations Code, if any shareholder of the Company becomes delinquent in the payment of assessments, the right to receive water on such shareholder's shares may be denied, and the shareholder's shares may be forfeited to the Company. The Board of Directors may elect, in its exclusive discretion, to have delinquent shares forfeited to the Company pursuant to this paragraph after failure of the delinquent shareholder to cure the delinquency following twenty (20) days' written notice thereof from the Company.

Section 5. **Collection Costs.** In the event any legal action is taken, including the filing of a notice of lien or the termination of water service, in connection with the collection of delinquent amounts owed to the Company by a shareholder, the Company shall be entitled to collect all costs incurred in that action, including, but not limited to, recording fees and attorneys' fees.

Article XIV

OPERATION OF WATER SYSTEM

Section 1. The Board of Directors may appoint a manager, whose duties may include, but are not limited to:

(a) supervising and assisting in the installation of pipelines, water connections and other works of the Company and

(b) supervising the distribution of water. Subject to the approval of the Directors, the manager may employ such assistants and other employees as may be necessary. The Manager will render a report to the Board of Directors annually (or more often if so requested) setting forth the result of Company operations and shall perform such other duties as the Board may require.

Section 2. In light of the fact that the shareholders' water rights within the Company's service area have been dedicated to the Company to produce for the benefit of those shareholders, no shareholder may drill, construct or install a well on the shareholder's property without the Company's written consent.

Article XV

MISCELLANEOUS

Section 1. **Rules and Regulations.** The Board of Directors shall have power to make and adopt such rules and regulations, not inconsistent with law, the Articles of Incorporation or these Bylaws, as it may deem advisable for the management of the business and affairs of the Company.

Section 2. **Accounting System and Reports.** The Board shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system and books of account.

Section 3. **Record Date and Closing of Share Certificate Book.** The Board of Directors may fix a time, in the future, not more than sixty (60) days nor less than ten (10) days prior to the date of any meeting of shareholders, or the date for any other action affecting the shareholders as a record date for the determination of the shareholders entitled to notice of and to vote at such meeting, or entitled to receive the benefit of any such other action and in such case only shareholders of record on the date so fixed shall be entitled to notice of and to vote at such meeting or to receive such benefit, as the case may be, notwithstanding any transfer of any share certificates on the books of the Company after any record date fixed as aforesaid.

Section 4. **Inspection of Company Records.** The share certificate book, the accounting books, records, and the Bylaws, and the minutes of proceedings of shareholders and directors and of the executive, if any, and other committees of the Directors shall be open to inspection upon the written demand of any shareholder at any reasonable time, and for a purpose reasonably related to his or her interest as a shareholder, and shall be exhibited at any time when required by the demand at any shareholders meeting or otherwise of five percent of the shareholders represented at the meeting or otherwise. Such inspection may be made in person or by an agent or attorney and shall include the right to make extracts. Any demand for inspection by a shareholder shall be made in writing and be delivered to the Corporation's President and Secretary. Notwithstanding the foregoing inspection and copying rights set forth in this section, (a) the agendas and minutes of Board meetings; (b) the Company's annual budget; (c) the Company's annual report issued under Section 5, below; and (d) any water quality tests the Company conducts shall be open to inspection upon the written demand of any Eligible Person (as defined in Article VII, Section 6, above), at any reasonable time during the Company's usual business hours. Requests for the records specified in items (a) through (d) are limited to the three (3) calendar years preceding the date of the request for the records. Minutes of any Board meeting must be made available within thirty (30) days after the meeting to which such minutes relate and the Company's budget shall be made available within thirty (30) days after the meeting at which the budget was adopted. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts. A person requesting copies of any records from the Company under this section must pay for all copying and postage costs incurred in connection with the photocopying and delivery of the requested records.

Section 5. **Reports to Shareholders.** Annual reports as required by law, if any, will be given to shareholders and in any event the Board of Directors may cause to be sent to the shareholders annual or other periodic reports in such form as may be deemed appropriate by the Board.

Section 6. **Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California General Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural number and the plural number includes the singular, and the term person includes corporation as well as a natural person.

ARTICLE XVI

Indemnification; Insurance

Section 1. **Indemnification.** For the purposes of this Article, "agent" means any person who is or was a Director, officer, employee, or other agent of the Company. To the fullest extent allowed by law, the Company shall defend any agent against, and indemnify any agent against any demands, liabilities, claims, causes of action, lawsuits, judgments, costs or other expenses (including, but not limited to, attorneys' fees and costs of litigation) related to such agent's performance of services on the Company's behalf; provided, however, that this defense and indemnification obligation shall not apply to any act arising from the intentional misconduct of the agent.

Section 2. **Insurance.** Upon and in the event of a determination by the Board of Directors to purchase such insurance, the Company shall purchase and maintain insurance on behalf of any agent of the Company against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Company would have the power to indemnify the agent against that liability.

Article XVII

DISSOLUTION

In the event of the dissolution of the Company, each shareholder shall receive his pro rata portion of the Company property and assets after all of the Company's debts and liabilities have been paid or provided for.

Article XVIII

AMENDMENTS

Section 1. Except as otherwise provided by law or by the Articles of Incorporation, new bylaws may be adopted or these bylaws may be amended or repealed by the vote or the written assent of the shareholders entitled to exercise a majority of the voting power of the Company.

Section 2. Subject to the right of shareholders to adopt, amend or repeal bylaws, as hereinabove provided, bylaws other than a bylaw or amendment thereof changing the authorized number of Directors, may be adopted, amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, Declarants certify the foregoing Restated Bylaws comprising 23 pages, including the signature and notary acknowledgment pages and exhibit hereto, constitute the current Bylaws of MYOMA DUNES MUTUAL WATER COMPANY, a California Corporation, duly adopted at a meeting of the Board of Directors thereof duly held on April 1 2024.

Dated: Oct. 20, , 2024

By Jay Dunlevie
Jay DUNLEVIE, **President**

Dated: October 1, 2024

By Mark Meeks, **Secretary**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)
) ss.
COUNTY OF RIVERSIDE)

On October 1, 2024, before me, Michele L. Donze, Notary Public, personally appeared Mark Mueller, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(~~ies~~), and that by his/~~her/their~~ signature(~~s~~) on the instrument the person(~~s~~), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Notary Public

MICHELE L. DONZE
Notary Public - California
Riverside County
Commission # 2375826
My Comm. Expires Oct 19, 2025

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)
) ss.
COUNTY OF RIVERSIDE)

On Oct 23, 2024, before me, Michele L Donze Notary Public, personally appeared Joy Dunlevy who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Notary Public

MICHELE L. DONZE
Notary Public - California
Riverside County
Commission # 2375826
My Comm. Expires Oct 19, 2025

EXHIBIT "A"

LEGAL DESCRIPTION OF SERVICE AREA

All that property in the Myoma Dunes Subdivision, in the County of Riverside, State of California, as located in Sections 7, 8, 17 and 18, Township 5 South, Range 7 East, S.B.B. & M.