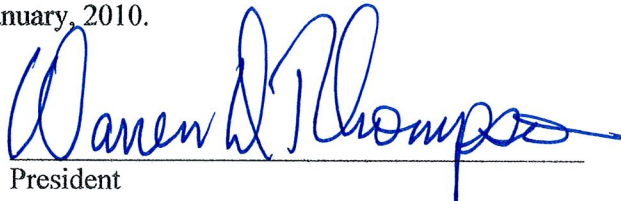


**CERTIFICATE OF ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF AVRA WATER CO-OP, INC.,
an Arizona nonprofit corporation**

This Certificate confirms that the Board of Directors of AVRA WATER CO-OP, INC., has set forth and created the Articles of Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles"), for filing with the Arizona Corporation Commission.

1. The name of the corporation is AVRA WATER CO-OP, INC.
2. The Restated Articles set forth the correct text of the articles of incorporation of AVRA WATER CO-OP, INC., as amended and restated, and no other or further amendments have been made except for those amendments specifically approved by requisite vote of the membership at a duly noticed meeting held on November 18, 2009.
3. The amendments to the Restated Articles did not require the consent of any other person or entity pursuant to A.R.S. §10-11030.

Dated as of the 20th day of January, 2010.


President

Attest:


Secretary

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION
OF AVRA WATER CO-OP, INC.,
an Arizona non-profit corporation**

The Board of Directors of AVRA WATER CO-OP, INC., acting by and through the President and Secretary of the corporation, being authorized so to do, solely for the purpose of currently stating in a unified fashion the presently operative Articles of Incorporation of this corporation, as amended by action of the general membership of this corporation, hereby sets forth the following text of the Articles of Amendment and Restatement of Articles of Incorporation:

First: The name of the corporation is AVRA WATER CO-OP, INC. and the names and addresses of the original incorporators are shown on Exhibit A hereto.

Second: The principal place of business of the corporation shall be in the County of Pima, State of Arizona.

Third: The purpose for which the corporation is organized is as follows:

1. to purchase, develop, improve and operate a water distribution system in Pima County, Arizona for its members; and
2. to transact any or all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

Fourth: The corporation shall have no capital stock; it shall have members rather than stockholders and the qualification for and the rights and duties of membership shall be provided for in the By-laws of the corporation. The By-laws may provide for the qualifications and manner of admission of membership fees and dues, expulsion and suspension from membership, restoration, transfer and assignment of membership and all matters relating to the control, qualification and continuation of membership in the corporation, all to be consistent with the objects, purposes and authorities of the corporation. Each member shall be subject to assessments and to collections of assessments in accordance with provisions of said By-laws. No dividends or distributions of any kind shall be declared or paid to members, except upon liquidation of the corporation. The By-laws 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 disposition 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 be from time to time altered or amended. Membership voting at all meetings must be in person, except voting by proxy is authorized as provided in Article Twelfth only.

Fifth: The time of commencement of this corporation shall be the date of the issuance to it of a Certificate of Incorporation by the Corporation Commission of the State of Arizona, and the period of duration is perpetual.

Sixth: The affairs of the corporation shall be conducted by a board of seven directors who shall be members of the corporation. The qualification, resignation, removal and replacement of directors shall be as provided in the By-laws of the corporation.

The Board of Directors shall have the power to adopt, amend and rescind the By-laws and to fill vacant seats and to appoint an Executive Committee with such powers as the Board of Directors may choose to delegate to such committee.

Seventh: The private property of the members, officers, directors and shareholders of this corporation shall be exempt from liability for its debts and obligations but membership shall be assessable as provided in Article Fourth hereinabove.

Eighth: These Articles may be amended by the affirmative vote of two-thirds of members who are voting at a meeting at which a quorum is present or by the affirmative vote of a majority of the total voting power of the corporation, whichever is less, at a meeting called for that purpose in accordance with Arizona Revised Statutes.

Ninth: The highest amount of voluntarily assumed indebtedness or liabilities, direct or indirect, to which the corporation may at any time be subject shall be the amount allowed by state governing bodies.

Tenth: Unless the By-laws provide to the contrary, the annual meeting of members of the corporation shall be conducted commencing at 7:00 p.m. on the second Tuesday of October of 1976 and each year thereafter, to be convened at a place to be determined in the County of Pima, State of Arizona.

Eleventh: In the event of dissolution of the corporation, each member, including former members, shall receive his proportionate share, based upon patronage, of the corporation assets, after paying or providing for the payment of all debts of the corporation.

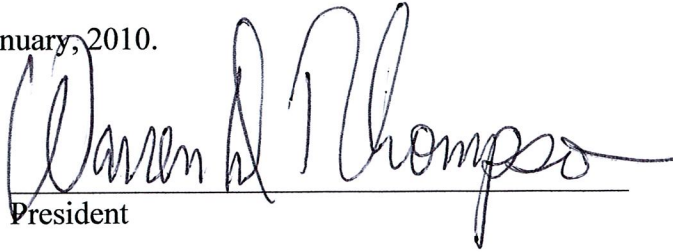
Twelfth: Any merger, consolidation, dissolution, sale, lease, exchange, or other disposition of all, or substantially all, of the assets of the corporation shall be approved by the majority of members entitled to vote and are authorized in the following manner:

1. The Board of Directors shall adopt a resolution recommending such merger, consolidation, dissolution, sale, lease, exchange or other disposition and directing that it be submitted to a vote at a meeting of those members, which may be either an annual or a special meeting. At such meeting, the members may authorize such merger, consolidation, dissolution, sale, lease, exchange or other disposition and may fix, or may authorize the Board of Directors to fix, any or all of the terms and conditions and the consideration to be received by the corporation. Such authorization shall require the affirmative vote of a majority of all members of the corporation entitled to vote, whether present in person or by proxy at the meeting.

2. Members may vote either in person or by proxy notarized and executed in writing. Only formed proxies issued by the Board of Directors will be authorized for voting under this Article. Such proxies may be restricted as set forth in the By-laws.

Thirteenth: One percent (1%) of the membership of the corporation shall constitute a quorum at any annual or special meeting and any business transacted must be approved by a majority vote of those present.

Dated as of the 20th day of January, 2010.



President

Attest:



Secretary

EXHIBIT "A"

The names and then current addresses of the original incorporators were:

V.C. Barnett
Rt. 9, Box 591-Z
Tucson, Arizona 85704

Donald Moyer
Rt. 9, Box 594-E
Tucson, Arizona 85704

Leonard Pike
Rt. 9, Box 575-J
Tucson, Arizona 85704

George White
Rt. 9, Box 599-P
Tucson, Arizona 85704
Clair Newhall
Rt. 9, Box 700
Tucson, Arizona 85704

Lewis Scott
Rt. 9, Box 592-H
Tucson, Arizona 85704

A. R. Hilton
Rt. 9, Box 592-Y
Tucson, Arizona 85704

Elizabeth Graham
Rt. 9, Box 599-M
Tucson, Arizona 85704

Claudia Leland
Rt. 9, Box 590-M
Tucson, Arizona 85704