



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 17 2004



Kevin Shelley
Secretary of State

MAR 10 2004

KEVIN SHELLEY
Secretary of State**ARTICLES OF INCORPORATION****MMWD FINANCING CORPORATION****I.**

The name of this corporation is MMWD Financing Corporation.

II.

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The purposes for which this corporation is formed are:

(1) The specific and primary purposes for which this corporation is formed are:

(a) To render financial assistance to the Marin Municipal Water District (the "District"), by financing, refinancing, acquiring, constructing, improving, leasing and selling buildings, building improvements, equipment, and any other real or personal property, including to construct, reconstruct, modify, add to or otherwise improve any potable or nonpotable water treatment, pumping or storage facilities, and for the acquisition of water rights, for the benefit of residents of the District and surrounding areas.

(b) To acquire by lease, purchase or otherwise, real or personal property or any interest therein; to construct, reconstruct, modify, add to, improve or otherwise acquire or equip buildings, structures or improvements, including any potable or nonpotable water treatment, pumping or storage facilities, and (by sale, lease, sublease, leaseback, gift or otherwise) make any part or all of any such real or personal property available to or for the benefit of the residents of the District.

(c) To promote the common good and general welfare of the residents of the District, and the governmental enterprises in the District and surrounding areas by the acquisition of the real and personal property as hereinabove described.

(d) To borrow the necessary funds to pay the cost of financing, refinancing, acquiring, constructing, replacing, establishing, improving, maintaining, equipping and operating such properties and facilities for the

herein described purposes, the indebtedness for which borrowed money may, but need not, be evidenced by securities of this corporation of any kind or character issued at any one or more times, which may be either unsecured or secured by any mortgage, trust deed, pledge, encumbrance or other lien upon any part or all of the properties and assets at any time then or thereafter owned or acquired by this corporation.

(e) To receive limited or conditional gifts or grants in trust, *inter vivos*, or by way of testamentary devises, bequests or grants in trust, or otherwise, funds of all kinds including property, both real, personal and mixed, whether principal or income, tangible or intangible, present or future, vested or contingent, in order to carry on the purposes of this corporation.

(2) The general purposes and powers are to have and exercise all rights and powers now or hereafter conferred on nonprofit corporations under the laws of the State of California; *provided, however*, that 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 and primary purposes of this corporation; *provided, further*, that this corporation shall not have the power to, and shall not, do any act or conduct any activity, plan, scheme, design or course of conduct which in any way conflicts with sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986 and regulations promulgated pursuant to such sections as they now exist or as they may hereafter be amended.

III.

The name and address in the State of California of this corporation's initial agent for service of process is:

Mary R. Casey, Esq.
General Counsel
Marin Municipal Water District
220 Nellen Avenue
Corte Madera, CA 94925-1169

IV.

The principal office for the transaction of the business of this corporation is located in Marin County, California.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

V.

A. This corporation is organized and operated by a group of public spirited citizens exclusively for charitable purposes within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986.

B. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for political office.

VI.

A. During the continuance of this corporation, it may distribute any of its assets to the United States of America, the State of California, or any political subdivision thereof, to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or social welfare purposes and which has established its tax-exempt status under section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986.

B. Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision made for the payment of, all debts and liabilities of this corporation, shall be distributed to the United States of America, the State of California, or any political subdivision thereof, or to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or social welfare purposes and which has established its tax-exempt status under section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of this corporation, have executed these Articles of Incorporation, as of the 9th day of March, 2004.



Brian D. Quint, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



Brian D. Quint, Incorporator

