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Dear Shareholder,

The enclosed is an important document for you as a Shareholder of Vaughn Water Company, Inc. Please read the enclosed proxy carefully. If you approve the proposed Restated and Amended Articles of Incorporation, please provide your name and signature where requested. Please return the signed document no later than **Friday, November 29th, 2024**. You can return it one of three ways:

- Sign the next page of this letter and mail it to **Vaughn Water Company, 10014 Glenn St, Bakersfield, CA 93312.**
- Scan and email your completed proxy form to vote@vaughnwater.org
- Vote online at <https://vote.associationvoting.com/vwc> or by scanning the QR code below



Thank you for your attention to this matter.

Sincerely,

AssociationVoting.com on behalf of the Vaughn Water Company, Inc.

VAUGHN WATER COMPANY, INC.
10014 Glenn Street
Bakersfield, CA 93312

TO: The Shareholders of Vaughn Water Company, Inc.
FROM: The Board of Directors of Vaughn Water Company, Inc.
DATE: October 28, 2024

Request for Shareholders' Written Consent in Lieu of Meeting

The Board of Directors requests that the Shareholders of Vaughn Water Company, Inc., approve by written consent, in accordance with Article II, Section 8, of the Revised Bylaws, dated December 2, 2014, the proposed Restated and Amended Articles of Incorporation provided for your review.

This request is being made because the State of California has claimed that earlier amendments to the Articles are not legally compliant because they are not sufficiently legible. In order to satisfy this claim of noncompliance, the Board of Directors has approved the accompanying Restated and Amended Articles of Incorporation and is submitting the proposed Restated and Amended Articles of Incorporation to the Shareholders for their consideration. If Shareholders holding greater than 50% of the outstanding shares entitled to vote provide signed written consent to the adoption of the proposed Restated and Amended Articles of Incorporation, then the proposed Restated and Amended Articles of Incorporation will be adopted and submitted for filing by the California Secretary of State. If the Shareholders approve the proposed Restated and Amended Articles of Incorporation by written consent, then a Shareholder meeting will not be needed for this matter.

Securing a returned proxy form for the election is critical. If you approve the proposed Restated and Amended Articles of Incorporation, please provide your written consent by providing your name and signature where requested no later than **Friday, November 29th, 2024.** **You can also scan and email your completed proxy to vote@vaughnwater.org.** **We are offering the opportunity to vote online through Association Voting. To vote electronically, please visit: <https://vote.associationvoting.com/vwc>**

Securing a returned proxy form for the election is critical.

If you do not approve the proposed Restated and Amended Articles of Incorporation, you need not take any further action on this matter.

Written Consent in Lieu of Meeting

I am a shareholder of Vaughn Water Company, Inc., and by my signature, I consent to the adoption of the accompanying proposed Restated and Amended Articles of Incorporation in accordance with Article II, Section 8, of the Revised Bylaws, dated December 2, 2014.

Date: _____

Print Name: _____

Street Address: _____

Signature: _____

DOCUMENT TRACKING:

**RESTATED AND AMENDED ARTICLES OF INCORPORATION OF
VAUGHN WATER COMPANY, A MUTUAL WATER COMPANY
Entity No. 128546**

The undersigned certify that:

They are the Chief Executive Officer, Secretary, and Chief Financial Officer, respectively, of Vaughn Water Company, a California Mutual Water Company.

The corporation elects to be governed by all the provisions of the new law not otherwise applicable to it under Chapter 23 of Division 1 of Title 1 of the California Corporations Code.

Article One. The name of the corporation is Vaughn Water Company.

Article Two. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Article Three. This corporation shall have perpetual existence.

Article Four. The aggregate par value of its Stock is Twenty-Six Million Dollars (\$26,000,000.00), divided into Two Million (2,000,000) shares of the par value of Thirteen Dollars (\$13.00) per share.

Article Five. The corporation may levy assessments upon the outstanding shares of the corporation by action of two-thirds of the Board of Directors.

Article Six. Twenty percent (20%) of the shares entitled to vote, represented in person or by proxy, will constitute a quorum at a shareholders' meeting.

The foregoing Restated and Amended Articles restate the entire text of the Articles of Incorporation of the corporation as amended to date.

The foregoing Restated and Amended Articles was approved by the required vote of the directors at an adjourned annual meeting held March 5, 2024, and by the shareholders of the corporation by written consent in accordance with Article II, Section 8, of the Revised Bylaws, dated December 2, 2014; the total number of outstanding shares held by shareholders entitled to vote with respect to the foregoing amendment was 1,003,364, and the shareholders voting in favor of the foregoing amendment in person or by proxy held _____ outstanding shares, which exceeds the vote required, such required vote being a majority of the outstanding shares.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on _____. We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Bob Burdette, President

Joshua Divelbiss, Secretary-Treasurer