

**MANAGER-MANAGED LIMITED LIABILITY COMPANY  
CERTIFICATE OF INCUMBENCY**

The undersigned Members of \_\_\_\_\_  
("Company") hereby certify:

- that the undersigned are all of the Members of the Company;
- that the undersigned are qualified to make this certification and are authorized to give this certificate;
- that each of the persons named below (each a "Manager"), whose respective true and correct specimen signature appears opposite such Manager's name, is a duly elected, qualified and acting Manager of the Company:

<b>Manager Name</b>	<b>Signature</b>
_____	_____
_____	_____
_____	_____
_____	_____

The undersigned Members further certify that each Manager, by virtue of the authority delegated to such Manager by the Members of the Company, is authorized to act on behalf of the Company by executing agreements, voting in relation to Groundwater Management District #5 elections and proceedings, making certifications, making representations, giving notices, executing transactions and giving instructions.

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_\_\_.

\_\_\_\_\_  
Member

\_\_\_\_\_  
Member

\_\_\_\_\_  
Member

\_\_\_\_\_  
Member

\_\_\_\_\_  
Member

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Member

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Member

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Member

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Member

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Member

Sworn and subscribed before me this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_.

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Notary Public