

ARTICLES OF INCORPORATION

Filed in the Office of the Secretary of State of Texas This 10 day of Nov 1964 Director, Charter Division

OF

SPRING VALLEY WATER SUPPLY CORPORATION

THE STATE OF TEXAS X

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF MCLENNAN X

WE, the undersigned natural persons of the age of twenty-one (21) years or more, at least three of whom are citizens of the State of Texas, acting as incorporators of a Corporation, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I.

The name of the Corporation is Spring Valley Water Supply Corporation.

ARTICLE II.

The Corporation is a non-profit Corporation organized under Article 1434a of the Revised Civil Statutes of Texas of 1925, as amended, supplemented by the Texas Non-Profit Corporation Act, Article 1.01 et seq., as amended, and is authorized to exercise all powers, privileges and rights conferred on a Corporation by these Acts, and all powers and rights incidental in carrying out the purposes for which the Corporation is formed, except such as are inconsistent with the express provisions of these Acts.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The Corporation is formed for the purpose of furnishing a water supply for general farm use and domestic purposes to individuals residing in the rural community of

Spring Valley, Texas, and the surrounding rural areas. The places where the business of the Corporation is to be transacted shall be the Spring Valley Community in McLennan County, Texas, and the surrounding rural areas.

ARTICLE V.

The street address of the initial registered office of the Corporation is Route 1, McGregor, Texas, and the name of its initial registered agent at such address is E. K. Yarborough.

ARTICLE VI.

The number of directors constituting the initial Board of Directors of the Corporation is five (5), and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY</u>
<u>E. K. Yarborough</u>	<u>Route 1</u>	<u>McGregor, Texas</u>
<u>V. P. Murphy</u>	<u>Route 2</u>	<u>Bruceville, Texas</u>
<u>Carroll Hatter, Sr.</u>		<u>Bruceville, Texas</u>
<u>Russell C. Judd</u>	<u>Route 1</u>	<u>Lorena, Texas</u>
<u>H. B. Warren</u>	<u>Route 1</u>	<u>Lorena, Texas</u>

ARTICLE VII.

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY</u>
<u>E. K. Yarborough</u>	<u>Route 1</u>	<u>McGregor, Texas</u>
<u>V. P. Murphy</u>	<u>Route 2</u>	<u>Bruceville, Texas</u>
<u>Carroll Hatter, Sr.</u>		<u>Bruceville, Texas</u>
<u>Russell C. Judd</u>	<u>Route 1</u>	<u>Lorena, Texas</u>
<u>H. B. Warren</u>	<u>Route 1</u>	<u>Lorena, Texas</u>

Each incorporator shall be a member of the Board of Directors who are to serve as directors until the first annual meeting of the members, or until their successors are elected and qualified.

ARTICLE VIII.

The Corporation is and shall continue to be a Corporation without capital stock, and membership in the Corporation shall be deemed personal estate and shall be transferable only on the books of the Corporation in such manner as the By-Laws may prescribe.

IN WITNESS WHEREOF, we have hereunto set our hands this the 6th day of NOVEMBER, 1964.

E. K. Yarborough
V. P. Murphy
Samuel Hatcher, Jr.
Russell C. Judd
H. B. W. [unclear]

THE STATE OF TEXAS X
COUNTY OF McLENNAN X

I, SAMUEL M. GARRISON, a Notary Public, do hereby certify that on this 6th day of NOVEMBER, 1964, personally appeared before me, E. K. Yarborough, who being by me first duly sworn, declared that he is one of the persons who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Samuel M. Garrison
Notary Public in and for
McLennan County, Texas

(Notarial Seal)

My Commission expires 6-1-65.

THE STATE OF TEXAS X

COUNTY OF McLENNAN X

I, Samuel M. Garrison, a Notary Public, do hereby certify that on this 1st day of NOVEMBER, 1964, personally appeared before me, V. P. Murphy, who being by me first duly sworn, declared that he is one of the persons who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Samuel M. Garrison
Notary Public in and for
McLennan County, Texas

(Notarial Seal)

My Commission expires 6-1-65.

THE STATE OF TEXAS X

COUNTY OF McLENNAN X

I, William T. Tippitt, a Notary Public, do hereby certify that on this 7 day of December, 1964, personally appeared before me, Carroll Hatter, Sr., who being by me first duly sworn, declared that he is one of the persons who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

William T. Tippitt
Notary Public in and for
McLennan County, Texas

(Notarial Seal)

My Commission expires 6-1-65.

THE STATE OF TEXAS X

COUNTY OF McLENNAN X

I, Dora W. Blanton, a Notary Public, do hereby certify that on this 9th day of November, 1964, personally appeared Russell C. Judd, who being by me first duly sworn, declared that he is one of the persons who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Dora W. Blanton
Notary Public in and for
McLennan County, Texas

(Notarial Seal)

My Commission expires 6-1-65.

THE STATE OF TEXAS X

COUNTY OF McLENNAN X

I, Nova W Blanton, a Notary Public, do hereby certify that on this 9th day of NOVEMBER, 1964, personally appeared before me, H. B. Warren, who being by me first duly sworn, declared that he is one of the persons who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Nova W Blanton
Notary Public in and for
McLennan County, Texas

(Notarial Seal)
My Commission expires 6-1-65.