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ARTICLES OF INCORPORATION
OF
WHITE OAK WATER SUPPLY CORPORATION

FILED
In the Office of the
Secretary of State of Texas

Corporations Section

APR 30 2001

These Articles of Incorporation are adopted pursuant to the provisions of the Texas Non profit Corporations Act TEX REV CIV STAT ANN art 1396 1 01 et seq and the Texas Water Code Chapter 67

ARTICLE 1 NAME

The name of the corporation is White Oak Water Supply Corporation

ARTICLE 2 NONPROFIT CORPORATION

The Corporation is a non profit member owned member controlled water supply and sewer service corporation incorporated under the provisions and definitions of Texas Water Code Chapter 67

ARTICLE 3 DURATION

The period of duration is perpetual

ARTICLE 4 PURPOSES

The purpose of the Corporation is to furnish a water supply or sewer service or both to towns cities private corporations individuals and military camps and bases and for the purpose of providing a flood control and drainage system for towns cities counties other political subdivisions private corporations individuals and other persons and such other purposes for which a water supply and sewer service corporation may engage under the provisions and definitions of Texas Water Code

ARTICLE 5 POWERS

Except as otherwise provided in these Articles the Corporation shall have all powers invested in water supply or sewer service corporations by the Texas Non Profit Corporation Act the Texas Water Code and the administrative rules of the Texas Natural Resource Conservation Commission and its successor

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agency(ies) not inconsistent with Internal Revenue Code Section 501(c)(12)(A) and related federal regulations rulings and procedures

ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

Unless otherwise permitted by the Texas Water Code and the Internal Revenue Code Section 501(c)(12)(A) No dividends shall ever be paid upon the memberships of the Corporation No income of the Corporation may be distributed to members directors or officers in these roles All profits arising from the operations of the business of the Corporation shall be annually paid out to cities towns counties other political subdivisions private corporations and other persons who have during the past year transacted business with the Corporation in direct proportion to the amount of business so transacted provided that no such dividends shall ever be paid while any indebtedness of the Corporation remains unpaid and provided also that the Directors of the Corporation may allocate to such sinking fund(s) such amount of profits as they deem necessary for maintenance upkeep operation and replacements

The Corporation shall have no power to engage in activities or use its assets in a manner that are not in furtherance of the legitimate business of a water supply cooperative or sewer service cooperative as recognized by the Texas Water Code and Internal Revenue Code 501(c)(12)(A)

ARTICLE 7 MEMBERS AND CONTROL

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 bylaws may prescribe Notwithstanding the personalty characterization of memberships memberships may be conditioned upon or tied to ownership in realty property in the area served as may be provided by Texas law

The Corporation shall have one class of members which shall be defined by Texas Water Code Section 13 002 All customers of the corporation must be members unless exempt or prohibited by law

All officers and directors of the Corporation must be members and subscribers to the services provided by the Corporation

A person is entitled to one vote in any Corporation election regardless of the number of memberships the person owns

ARTICLE 8 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is American Management Inc 2204 Timberloch Place Site 280 The Woodlands Montgomery County Texas 77380

The name of the initial registered agent whose business address is the same as the Corporation s registered office s address is Pamela LaGrone

ARTICLE 9 BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors elected by members beginning with the first annual meeting The qualifications manner of selection duties terms and other matters relating to the Board of Directors shall be provided in the bylaws The number of directors may be increased or decreased by amendment to the bylaws but there shall never be more than twenty one (21) members of the Board of Directors unless otherwise allowed by the Texas Water Code

The number of initial directors who shall govern the corporation until the first annual meeting are five (5) and their names and addresses are

- 1 Delbert L Burns 11963 White Oak Pass Conroe Texas 77385
- 2 Tim Cukr 11983 White Oak Pass Conroe Texas 77385
- 3 Pamela LaGrone 12012 White Oak Run Conroe Texas 77385
- 4 Anthony Potter 11951 White Oak Pass Conroe Texas 77385
- 5 Ansel Reid 11769 Creekview Conroe Texas 77385

ARTICLE 10 INCORPORATOR

The number of incorporators is three (3) and their names and addresses are

- 1 Mark H Zeppa 4833 Spicewood Springs Road Suite 202 Austin Texas 78759 8436
- 2 Arlene Stanford 4833 Spicewood Springs Road Suite 103 Austin Texas 78759 8436
- 3 Duane Hudson 4833 Spicewood Springs Road Suite 103 Austin Texas 78759 8436

IN WITNESS WHEREOF we have hereunto set our hands on this 27th day of April 2001

Mark H Zepp
Incorporator

Arlene Stanford
Incorporator

Duane Hudson
Incorporator

THE STATE OF TEXAS §
§
COUNTY OF TRAVIS §

I the undersigned notary public do hereby certify that on this day Mark H Zepp Arlene Stanford and Duane Hudson personally appeared before me and who being by me duly sworn declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 27TH day of April 2001

seal

Stanley Edward Oestrick
Stanley Edward Oestrick
Notary Public in and for the State of Texas
Commission Expires 11-02 2002

