

The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION

OF

FOUNTAIN LAKE OWNERS WATER SUPPLY CORPORATION
CHARTER NUMBER 01331303

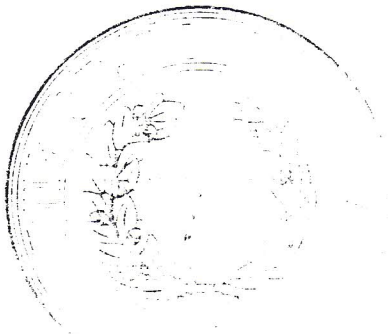
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

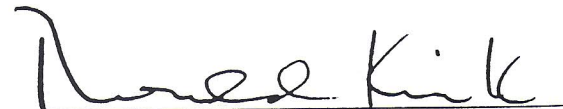
ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED NOV. 1, 1994

EFFECTIVE NOV. 1, 1994




Secretary of State

ARTICLES OF INCORPORATION
OF
FOUNTAIN LAKE OWNERS WATER SUPPLY CORPORATION

NOV 1 1994

Corporations Section

THE STATE OF TEXAS)
) KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF POLK)

That we, the undersigned natural persons of the age of twenty-one (21) years or more, all 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 Fountain Lake Owners Water Supply Corporation.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

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 (Vernon's Texas Civil Statutes, Article 1396-1.01 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 IV

The Corporation is formed for the purpose of furnishing a water supply and/or wastewater service for general farm use and domestic purposes to individuals residing in the rural communities of Fountain Lake subdivision, near Onalaska, Texas, and the surrounding rural areas. The places where the business of the Corporation is to be transacted shall be in Polk County, Texas, and the surrounding rural areas.

ARTICLE V

The street address of the initial registered office of the Corporation is Fountain Lake #112, U.S. Hwy. 190 at FM3152, Onalaska, Texas (post office address: Route 7, Box 994, Livingston, Texas 77351-8836), and the name of the registered agent at said street address is Evelyn Mauck.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

Carol Donaho Street address:
Fountain Lake #108
U.S. Hwy. 190 at FM3152
Onalaska, Texas

Post office address:
P. O. Box 2435
Onalaska, TX 77360-2435

Evelyn Mauck Street address:
Fountain Lake #112
U.S. Hwy. 190 at FM3152
Onalaska, Texas

Post office address:
Route 7, Box 985
Livingston, TX 77351-8836

R. I. Vaughan Street address:
Fountain Lake #116
U.S. Hwy. 190 at FM3152
Onalaska, Texas

Post office address:
Route 7, Box 983
Livingston, TX 77351-8836

ARTICLE VII

The name and post office address of each incorporator is:

Carol Donaho P. O. Box 2435
Onalaska, TX 77360-2435

Evelyn Mauck Route 7, Box 985
Livingston, TX 77351-8836

R. I. Vaughan Route 7, Box 983
Livingston, TX 77351-8836

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 the 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.


ARTICLE IX

The Corporation may be dissolved only with the assent given in writing and signed by two-thirds of the members. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets shall be given to every member at least thirty (30) days in advance of any action taken in connection therewith.

ARTICLE X

The Corporation shall indemnify any director or officer, or former director or officer, of the Corporation for expenses and costs (including attorney's fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being and having been such director or officer, except in relation to matters in which he shall have been guilty of negligence or willful misconduct.


IN WITNESS WHEREOF, we have hereunto set our hands, this the 25th day of October, 1994.



Carol Donaho



Evelyn Mauck



R. I. Vaughan