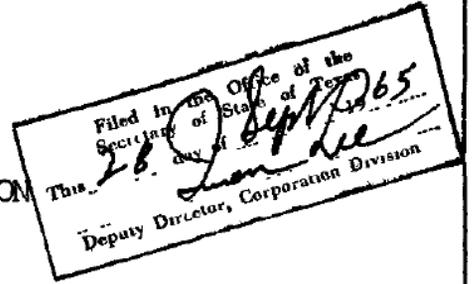


ARTICLES OF INCORPORATION

OF

MOFFAT WATER SUPPLY CORPORATION



THE STATE OF TEXAS †
COUNTY OF BELL †

KNOW ALL MEN BY THESE PRESENTS:

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 Moffat 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 Moffat, Texas, and the surrounding rural areas. The places where the business

of the Corporation is to be transacted shall be the Moffat Community in Bell County, Texas, and the surrounding rural areas.

ARTICLE V.

The street address of the initial registered office of the Corporation is Route 5, Temple, Texas, and the name of its initial registered agent at such address is A. A. Hyden.

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>
A. A. Hyden	Route 5	Temple, Texas
Donald Aycock	Route 5	Temple, Texas
Oleane Ludwick	Route 5	Temple, Texas
T. J. Ludwick	Route 5	Temple, Texas
C. H. Cox	Route 5	Temple, Texas

ARTICLE VII.

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY</u>
A. A. Hyden	Route 5	Temple, Texas
Donald Aycock	Route 5	Temple, Texas
Oleane Ludwick	Route 5	Temple, Texas
T. J. Ludwick	Route 5	Temple, Texas
C. H. Cox	Route 5	Temple, Texas

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 out hands, this the 24th day of September, 1965.

A. A. Hyden
A. A. Hyden

Donald Aycock
Donald Aycock

Oleane Ludwick
Oleane Ludwick

T. J. Ludwick
T. J. Ludwick

C. H. Cox
C. H. Cox

THE STATE OF TEXAS †

COUNTY OF BELL †

I, John T. Cox, a Notary Public, do hereby certify that on this 24 day of September, 1965, personally appeared before me, A.A. HYDEN, DONALD AYCOCK, OLEANE LUDWICK, T.J. LUDWICK and C.H. COX, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, 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.

John T. Cox
John T. Cox, Notary Public in and
for B E L L County, T E X A S.

My Commission expires: June 1, 1967