

FILED
In the Office of the
Secretary of State of Texas

JAN 21 2009

Corporations Section

ARTICLES OF INCORPORATION

OF

CANYON PARK

WATER SUPPLY CORPORATION

THE STATE OF TEXAS

COUNTY OF POLK

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned natural persons of the age of eighteen (18) 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 CANYON PARK Water Supply Corporation.

ARTICLE II.

The Corporation is a non-profit corporation organized under Texas Water Code Chapter 67, as amended, and as supplemented by the Texas Non-Profit Corporation Act, Article 1396-1.01, et seq., of the Revised Civil Statutes of Texas, as amended, and is authorized to exercise 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, sewer service, or both, for a municipality, a private corporation, or individual residing in the rural community of CANYON PARK SUBDIVISION ONALASKA, Texas, and the surrounding rural areas. The places where the business of

the Corporation is to be transacted shall be the CANYON PARK SUBDIVISION community in POLK County, Texas, and the surrounding rural areas.

ARTICLE V.

The street address of the initial registered office of the Corporation is PO BOX 1735
ONALASKA, TX 77360 and the name of its initial registered agent at such address is KAY WILSON

ARTICLE VI.

The number of directors constituting the initial Board of Directors of the corporation is FIVE
(5), and the name and address of the persons who are to serve as the initial directors are:

	NAME	ADDRESS	CITY
DIRECTOR	<u>John Black</u>	<u>354 S. Canyon Drive</u>	<u>ONALASKA, TEXAS 77360</u>
SEC	<u>Bruce Bates</u>	<u>PO Box 1212</u>	<u>Onalaska TX 77360</u>
TREAS	<u>Eugene Warren</u>	<u>PO Box 378</u>	<u>ONALASKA 77360</u>
VP	<u>Quade J. Buckland</u>	<u>188 MAGNOLIA PARK</u>	<u>ONALASKA TX 77360</u>
PRES	<u>Kay Wilson</u>	<u>P.O. BOX 1244</u>	<u>ONALASKA, TX 77360</u>

ARTICLE VII.

No director shall be liable to the Corporation or to the Corporation's membership for monetary damages for any act or omission in the director's capacity as a director of the Corporation, except and unless the director shall be found liable for a breach of the director's duty of loyalty to the Corporation or the Corporation's membership; an act or omission not in good faith that constitutes a breach of the director's duty to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law on the part of the director; a transaction from which the director receives an improper benefit, whether or not the benefit results from an action taken within the scope of the director's office; or an act or omission for which the liability of the director is expressly provided by Texas law.

ARTICLE VIII.

The name and street address of each incorporator is:

NAME	ADDRESS	CITY
Ruby Bates	P.O. Box 1212	Onalaska
John Black	453 S. Canyon Drive	Onalaska, Tx. 77360
Eugene L. Warren	P.O. Box 378	Onalaska 77360
Claude J. Buckland	188 MAGNOLIA PARK	ONALASKA, TX 77360
Kay Wilson	P.O. Box 1244	ONALASKA, TX 77360

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 IX.

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.

IN WITNESS WHEREOF, we have hereunto set our hands, this the 16 day of JANUARY, 2009.

Kay Wilson
J. Michael Black
Eugene Warren
Claude J. Buckland
Ruby Bates

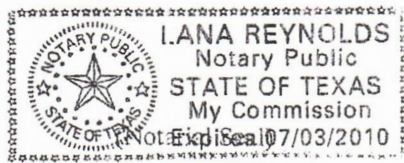
THE STATE OF TEXAS

COUNTY OF Polk

I, Lana Reynolds, a Notary Public, do hereby certify that on this
16 day of JANUARY, 2009, personally appeared before me:
Ruby Bates, John Black, Eugene Warren,
Claude Buckland, Kay Wilson

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.



Lana Reynolds
Notary Public
State of Texas