MAR. 22, 2000

TEXAS SECTION AMERICAN WATER WORKS ASSOC.
P.O. BOX 80150
AUSTIN, TX 78708

RE: TEXAS SECTION OF THE AMERICAN WATER WORKS ASSOCIATION
CHARTER NUMBER 01575381-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES
OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST
WISHES FOR SUCCESS IN YOUR NEW Venture.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT
CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY
ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE
OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS
ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC AC-
COUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH
dETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

Very Truly Yours,

Elton Bomer, Secretary of State
CERTIFICATE OF INCORPORATION
OF
TEXAS SECTION OF THE AMERICAN WATER WORKS ASSOCIATION
CHARTER NUMBER 01575381

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 MAR. 20, 2000
EFFECTIVE MAR. 20, 2000

Elton Bomer, Secretary of State
ARTICLES OF INCORPORATION
OF
THE TEXAS SECTION OF THE
AMERICAN WATER WORKS ASSOCIATION

The undersigned person, being a natural person at least eighteen years of age, desiring
to form a non-profit corporation under the Texas Non-Profit Corporation Act, does hereby
execute and deliver in duplicate the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is Texas Section of the American Water Works Association.

ARTICLE II – NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE III – DURATION

The period of duration is perpetual

ARTICLE IV - PURPOSES AND POWERS

The Corporation is organized under and by virtue of the laws of the State of Texas
concerning non-profit corporations and shall have and may exercise all of the rights, powers,
privileges and immunities granted to such corporations by those laws, as amended from time
to time, subject to the restrictions and limitations contained in these Articles.

The particular purposes and objects for which the Corporation is formed are as
follows:

To promote public health, safety, and welfare through the improvement of the quality
and quantity of water delivered to the public and the development and furtherance of
understanding of the problems relating thereto by:
(a) advancing the knowledge of the design, construction, operation, water treatment, and management of water utilities and developing standards for procedures, equipment, and materials used by public water supply systems;

(b) advancing the knowledge of the problems involved in the development of resources, production and distribution of safe and adequate water supplies;

(c) educating the public on the problems of water supply and promoting a spirit of cooperation between consumers and suppliers in solving these problems; and

(d) conducting research to determine the causes of problems of providing a safe and adequate water supply and proposing solutions thereto in an effort to improve the quality and quantity of the water supply provided to the public.

The foregoing purposes and powers of the Corporation shall be subject to the following limitations:

A. No loans shall be made by the Corporation to any trustee or officer of the Corporation. Any trustee or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

B. No part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of, any member, trustee, officer, agent or employee of the Corporation, or to any private individual, except to further the exempt purposes of the Corporation as described above and except that reasonable compensation may be paid for services duly rendered, and reimbursement may be made for expenses duly incurred, to or for the Corporation affecting one or more of its authorized purposes.

C. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, provided that the Corporation shall be permitted to make the election described in Section 501(h) of the Code and, if it so elects, to make lobbying and grass roots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501(h) of the Code; nor shall the Corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
D. The Corporation shall at all times be operated in such a manner as will assure its qualification as: (i) an organization which is exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code," all references to which in these Articles shall include all regulations promulgated thereunder and any corresponding provisions of any subsequent Federal tax laws and regulations); (ii) an organization which is not a private foundation, in accordance with Section 509(a)(1), (a)(2) or (a)(3) of the Code; and, (iii) an organization, contributions to which are deductible under Section 170(c)(2) of the Code. In the event that the Corporation becomes a private foundation as defined in Section 509(a) of the Code, then, during any period of time in which the Corporation is such a private foundation:

(i) the Corporation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4941(a) of the Code;

(ii) the Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code;

(iii) the Corporation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by Section 4943(a) of the Code;

(iv) the Corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and

(v) the Corporation shall not make any "taxable expenditure," as defined in Section 4945(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4945(a) of the Code.

E. Upon the dissolution of the Corporation or the winding up of its affairs, such portion of the funds or property held by the Corporation which may have been derived
from the general funds of the American Water Works Association shall be returned to the American Water Works Association, and the balance of all of the funds or property of the Corporation shall be disposed of by transfer and distribution to any one or more corporations, funds, or foundations with like purposes or goals that are organized and operated in an area included in an AWWA section, hereinafter referred to as the “receiving organization.” The following shall be characteristic of the receiving organization:

(i) that it be operated exclusively for scientific or educational purposes;

(ii) that no part of the net earnings of the receiving organization shall inure to the benefit of any private shareholder or individual;

(iii) that no substantial part of the activities of the receiving organization constitutes the carrying on of propaganda or otherwise attempting to influence legislation;

(iv) that it does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office;

(v) that it qualifies under the provisions of §501(c)(3) of the Internal Revenue Code of 1986, as amended; and

(vi) any such receiving organization(s) shall be selected by vote of the majority of the members of the Corporation at a meeting called for this purpose. If for any reason such disposition cannot be effected, then the funds and property shall be distributed pursuant to an order, judgment or decree of a court having jurisdiction over the assets and property of the Corporation.
ARTICLE V - THE COUNCIL

1. The property, affairs and business of the Corporation shall be managed and conducted by a board of trustees to be known as the council. The members of the council ("trustee" or "trustees," as the case may be) shall have and exercise all the powers of the Corporation and shall make, subject to any limitations contained in these Articles of Incorporation or the bylaws, all bylaws, rules and regulations for the governing of the Corporation and the management of its affairs; and the members of the council may repeal, alter or amend, subject to any limitations contained in these Articles of Incorporation or the bylaws, such bylaws, rules and regulations as the trustees deem proper for the management of the affairs of the Corporation.

2. The initial number of trustees shall be twenty-eight consisting of the following persons, each of whom shall hold the position of officer set opposite his name and shall serve as trustee and officer for the term prescribed in the bylaws of the Corporation and until his successor is elected and qualified, unless he resigns or is removed, in accordance with the bylaws:

<table>
<thead>
<tr>
<th>Name/Address</th>
<th>Title</th>
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<tbody>
<tr>
<td>Bill Riley</td>
<td>Chair</td>
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<tr>
<td>City of College Station</td>
<td></td>
</tr>
<tr>
<td>P.O. Box 9960</td>
<td></td>
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<tr>
<td>College Station, TX. 77842</td>
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<tr>
<td>Gary Smith</td>
<td>Chair-Elect</td>
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<tr>
<td>Montgomery Watson</td>
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<td>5100 Westheimer</td>
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<tr>
<td>Houston, TX. 77056</td>
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<tr>
<td>Jeannie Wiginton</td>
<td>Vice-Chair</td>
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<tr>
<td>Camp Dresser &amp; McKee</td>
<td></td>
</tr>
<tr>
<td>9111 Jollyville Road, Suite 105</td>
<td></td>
</tr>
<tr>
<td>Austin, TX. 78759</td>
<td></td>
</tr>
</tbody>
</table>
Katie McCain  
Hobas Pipe USA, Inc.  
P.O. Box 117555  
Carrollton, TX. 75011-7555

Katie McCain  
Hobas Pipe USA, Inc.  
P.O. Box 117555  
Carrollton, TX. 75011-7555

Mike Howe  
Texas AWWA  
P.O. Box 80150  
Austin, Texas 78708

David Canady  
City of Irving  
P.O. Box 152288  
Irving, TX. 75015-2288

Bill R. Smith  
Trinity River Authority of Texas  
5300 South Collins  
P. O. Box 240  
Arlington, Texas 76004-0204

Susan K. Booth  
2405 Greenlee Drive  
Austin, TX. 78703

Paul Holroyd  
City of Hewitt  
103 Hewitt Drive  
Hewitt, TX 76643

Bill Drake  
City of Abilene  
P.O. Box 60  
Abilene, TX. 79604

Director

Past Chair

Executive  
Director/Secretary-Treasurer

North Central Texas Region Trustee

Deputy Trustee

Central Texas Region Trustee

Deputy Trustee

Central West Texas Region Trustee
Mike Taylor
Brooks Smith Utility District
P. O. Box 27
Brownwood, TX. 76804

Robert Bolen
City of Mount Pleasant
501 N. Madison Ave.
Mount Pleasant, TX 75455-3650

Hal Deacon
M-H Valve Company
3171 County Road 3815
Athens, TX. 75751

Emmett Autrey
City of Amarillo
3900 South Osage
Amarillo, TX. 79103

Jim Harder
City of Borger
P.O. Box 5250
Borger, TX. 79008-5250

Chris Wingert
Colorado River Municipal Water District
P.O. Box 869
Big Spring, Texas 79721-0869

Anthony Daniel
City of Odessa
P.O. Box 4398
Odessa, TX. 79760-4398

Marilyn Christian
Harris County Health Department
2223 West Loop South
Houston, TX. 77027

Deputy Trustee

East Texas Region Trustee

Deputy Trustee

Panhandle Region Trustee

Deputy Trustee

Permian Basin Region Trustee

Deputy Trustee

Southeast Texas Region Trustee
Mark Goad
City of Beaumont
1350 Langham Road
Beaumont, TX 77707

Richard Glick
BAYCHEM
P.O. Box 531107
Harlingen, Texas 78553

Leonard Young
San Antonio Water System
P. O. Box 2449
San Antonio, TX. 78298-2449

Robert Robinson
City of Lubbock
P.O. Box 2000
Lubbock, TX. 79457-0001

Diane Locknane
City of Lubbock
P.O. Box 2000
Lubbock, TX. 79457-0001

Randy J. Goss
City of Austin Water and Wastewater Utility
P.O. Box 1088
Austin, TX. 78767

John Collins
JCM Industries Inc.
P.O. Box 1220
Nash, TX 75569-1220

Glenda Dunn
City of Waco
P.O. Box 2570
Waco, TX. 76702

Deputy Trustee

Southwest Texas Region Trustee

Deputy Trustee

West Texas Region Trustee

Deputy Trustee

Chair, General Policy Advisory Committee

Chair, Manufacturers Associates Committee

Chair, Membership Committee
3. The number of trustees may be changed as provided in the bylaws of the Corporation, but (i) the number of trustees may not be less than three (3), and (ii) no decrease in number shall have the effect of shortening the term of any incumbent trustee.

4. The trustees of the Corporation shall be elected or appointed in the manner provided in the Corporation's bylaws.

5. Cumulative voting shall not be permitted in the election of trustees.

ARTICLE VI - MEMBERS

The Corporation shall have voting and nonvoting members with such qualifications and rights as are set forth in the bylaws.

ARTICLE III - LIMITATION OF LIABILITY

1. A trustee of the Corporation shall not be personally liable to the Corporation or to its Members for monetary damages for breach of fiduciary duty as a trustee, except as to liability otherwise existing for (a) any breach of the trustee's duty of loyalty to the Corporation or to its Members, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in Section 2.26 of the Texas Non-Profit Corporation Act, (d) the amount of any loan made to a trustee or officer of the Corporation if the trustee assents to or participates in the making of such loan, until the repayment thereof, as specified in Section 2.25 of the Texas Non-Profit Corporation Act, or (e) any transaction from which the trustee directly or indirectly derived an improper personal benefit. If the Texas Non-Profit Corporation Act hereafter is amended to further eliminate or limit the liability of a trustee, then in addition to the circumstances in which a