

FILED
In the Office of the
Secretary of State of Texas
SEP 06 2000

ARTICLES OF INCORPORATION
OF

SKYLINE RANCH ESTATES WATER SUPPLY CORPORATION Corporations Section

THE STATE OF TEXAS

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF HAYS

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 SKYLINE RANCH ESTATES Water Supply Corporation.

ARTICLE II.

The Corporation is a non-profit corporation organized UNDER CHAPTER 67 OF THE TEXAS WATER CODE, ~~under Article 1434a of the Revised Civil Statutes of the Texas of 1925, 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 for ~~general farm use and domestic purposes to individuals residing in the rural community of~~ SKYLINE RANCH ESTATES, WIMBERLEY, Texas, and the surrounding rural areas. The places where the business of the Corporation is to be transacted shall be the SKYLINE RANCH ESTATES Community in WIMBERLEY, HAYS County, Texas, ~~and the surrounding rural areas.~~

ARTICLE V.

The street address of the initial registered office of the Corporation is P.O. BOX 2287, WIMBERLEY, TX 78676, and the name of its initial registered agent at such address is BERT E. RAY.

ARTICLE VI.

The number of directors constituting the initial Board of Directors of the Corporation is SIX (6), and the name and address of the persons who are to serve as the initial directors are:

NAME	ADDRESS	CITY
<u>ROBERT E. MUSE</u>	<u>801 SKYLINE RIDGE</u>	<u>LOOKOUT, WIMBERLEY, TX</u>
<u>THOMAS PERKINS</u>	<u>520 SKYLINE SUMMIT VISTA</u>	<u>WIMBERLEY, TX</u>
<u>BERT E. RAY</u>	<u>115 SKY RANCH CIRCLE</u>	<u>WIMBERLEY, TX</u>
<u>SUSAN M. ROSS</u>	<u>P.O. BOX 2476</u>	<u>WIMBERLEY, TX</u>
<u>BILL C. SHERWIN</u>	<u>281 SKYLINE RIDGE</u>	<u>LOOKOUT, WIMBERLEY, TX</u>
<u>PATSY GAIL WARE</u>	<u>130 SUNRISE CANYON ROAD</u>	<u>WIMBERLEY, TX</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
<u>BERT E. RAY</u>	<u>115 SKY RANCH CIRCLE</u>	<u>WIMBERLEY, TX 78676</u>
<u>PATSY GAIL WARE</u>	<u>130 SUNRISE CANYON RD.</u>	<u>WIMBERLEY, TX 78676</u>
<u>SUSAN M. ROSS</u>	<u>P.O. BOX 2476</u>	<u>WIMBERLEY, TX 78676</u>

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-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 By-Laws may prescribe.

IN WITNESS WHEREOF, we have hereunto set our hands, this the 21ST day of AUGUST, ~~19~~ 2000

/Bert E. Ray/

/Patsy Gail Ware/

/Susan M. Ross/

THE STATE OF TEXAS
COUNTY OF HAYS

I, KAY Smith, a Notary Public, do hereby certify that on this 21 day of AUGUST, 2000, personally appeared before me

BERT E. RAY, PATSY GAIL WARE and
SUSAN M. ROSS

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 HEREOF, I have hereunto set my hand and seal the day and year above written.

Kay Smith
Notary Public in and for
HAYS County, Texas

(Notarial Seal)

My commission expires 7-22-04.

