

ARTICLES OF INCORPORATION
OF
CONROE BAY WATER - SEWER SUPPLY CORPORATION

THE STATE OF TEXAS

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF Montgomery

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 Conroe Bay Water - Sewer Supply Corporation.

ARTICLE II.

The corporation is a non-profit Corporation organized under Chapter 67 of Vernons Texas Water Code Annotated, 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 the 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 water and sewer supply for domestic purposes to individuals residing in the community of Conroe Bay. The place where the business of the Corporation is to be transacted shall be the Conroe Bay Community in Montgomery County, Texas.

ARTICLE V.

The street address of the initial registered office of the Corporation is 13075 Point Dr. Willis, Texas 77318, and the name of its initial registered agent at such address is Donald R. Carpenter Jr..

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:

Donald R. Carpenter Jr.
13075 Point Dr
Willis, Texas 77318

James D. Bell
12777 Point Dr
Willis, Texas 77318

Pamela LeBlanc
15195 Starboard Dr
Willis, Texas 77318

Jonathan E. Bickford
12965 Point Dr
Willis, Texas 77318

Daniel A. Lynam
12758 Point Dr
Willis, Texas 77318

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 of 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 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:

Donald R. Carpenter Jr.
13075 Point Dr
Willis, Texas 77318

James D. Bell
12777 Point Dr
Willis, Texas 77318

Jonathan E. Bickford
12965 Point Dr
Willis, Texas 77318

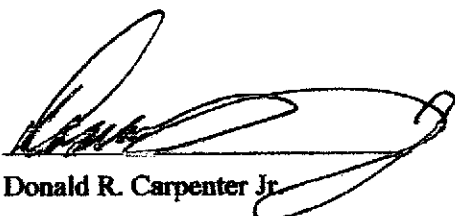
Daniel A. Lynam
12758 Point Dr
Willis, Texas 77318

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.

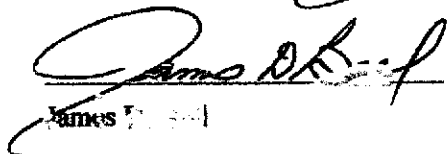
ARTICLE IX.

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 By-Laws may prescribe.

IN WITNESS WHEREOF, we have hereunto set our hands, this the 5 day of May, 2008



Donald R. Carpenter Jr.



James F. [unclear]

Jonathan B. Bickford



Daniel A. Lynam