

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State
Packing Slip

January 4, 2011
Page 1 of 1

TEXAS WATER UTILITIES ASSOCIATION
1106 Clayton Lane, Suite 112 West
Austin, TX 78723- 1093

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Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

TEXAS WATER UTILITIES ASSOCIATION
Filing Number: 17239501

Articles of Incorporation
Articles of Amendment
Restated Articles Of Incorporation

February 21, 1961
November 19, 1982
March 23, 1990

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 04, 2011.



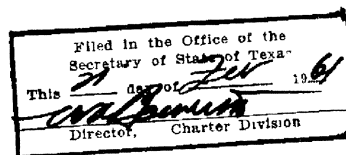
A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

ARTICLES OF INCORPORATION

OF

TEXAS WATER AND SEWAGE WORKS ASSOCIATION



We, the undersigned natural persons of the age of twenty-one years or more, who are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is TEXAS WATER AND SEWAGE WORKS ASSOCIATION.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose for which the corporation is organized is for the exclusive purpose of promoting the public interest of all counties, cities, or towns within the state including but not necessarily limited to:

- a. The advancement in theory, practice, and management of the production, treatment, distribution and conservation of water.
- b. The advancement in theory, practice, and management of sanitary collection, treatment and disposal of sewage and trade wastes.
- c. The encouragement of its members to a high professional standard in the protection of public health and welfare by a friendly exchange of information and experience and by attendance at other schools of instruction.

- d. The encouraging and assisting in holding of an annual meeting to be known as the Texas Water and Sewage Works Association's Short School, encouraging and assisting in the holding of annual meetings to be known as Regional Short Schools, and the encouraging and assisting in the holding of monthly meetings to be known as District Meetings.
- e. The encouragement of and participation in any other related and allied subject matters having to do with betterment of the public health and welfare as such matters may arise from time to time.
- f. To receive, administer and dispose of such funds as may come into the possession of the corporation from any source from time to time.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 2202 Indian Trail, Austin 3, Texas, and the name of its initial registered agent at such address is Mrs. Earl H. Goodwin.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is twelve (12), as listed below, plus the presidents of the thirty-nine (39) district associations. The names and addresses of the twelve (12) named directors are:

<u>Name</u>	<u>Address</u>
Henry J. Harvill	San Benito, Texas
Claud K. Robinson	Vernon, Texas
G. R. Herzik, Jr.	Austin, Texas
Leon R. Holbert	Wylie, Texas
Cleo C. Whitlock	Abilene, Texas
Mansel W. Smith	Austin, Texas
Underwood Hill	Beaumont, Texas
Mrs. Earl H. Goodwin	Austin, Texas
J. L. Swanson	Port Arthur, Texas
J. L. Robinson	Fort Worth, Texas

Cecil H. Williams

Dallas, Texas

W. R. Hardy

Fort Worth, Texas

ARTICLE SEVEN

The name and street address of each incorporator is:

G. R. Herzik, Jr., 2060 Sabine, Austin, Texas

Mansel W. Smith, 1203 Dwyce Dr., Austin, Texas

Mrs. Earl H. Goodwin, 2202 Indian Trail, Austin, Texas

IN WITNESS WHEREOF, we have hereunto set our hands, this 8th
day of February, 1961.

G. R. Herzik, Jr.
G. R. Herzik, Jr.

Mansel W. Smith
Mansel W. Smith

Mrs. Earl H. Goodwin
Mrs. Earl H. Goodwin

STATE OF TEXAS X

COUNTY OF TRAVIS X

I, Genevieve Oestrick, a Notary Public, do hereby
certify that on this 8th day of February, 1961,
personally appeared before me, G. R. Herzik, Jr., Mansel W. Smith,
and Mrs. Earl H. Goodwin, who each being by me first duly sworn,
severally declared that they are the persons who signed the fore-
going 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.

Genevieve Oestrick
Notary Public in and for
Travis County, Texas.
My commission expires: 6-1-61

(Non-Profit Corporation Amendment)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas
NOV 19 1982
Clerk II U
Corporations Section

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which:

Change the name of the corporation.

ARTICLE ONE

The name of the corporation is TEXAS WATER AND SEWAGE WORKS ASSOCIATION.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the corporation on March 6, 1968.

Article one of the Articles of Incorporation is hereby amended so as to read as follows:

The name of the corporation is TEXAS WATER UTILITIES ASSOCIATION.

ARTICLE THREE

The amendment was adopted in the following manner:

(1) Where there are members having voting rights insert either (a) or (b):

(a) The amendment was adopted at a meeting of members held on March 6, 1968, at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

Dated October 1, 1982

Texas Water Utilities Association

By SA Willy
Name of corporation
Its 1982 President
and Charles K. Bostus
Its 1982 Secretary

STATE OF TEXAS
COUNTY OF TRAVIS

Before me, a notary public, on this day personally appeared S.A. Webb & C.K. Lott, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 9th day of November, A.D., 1982

(Notarial Seal)

Robert P. Balthasar
Notary Public, State of Texas
My commission expires:
5-30-84

RESTATED AND AMENDED ARTICLES
OF INCORPORATION OF
TEXAS WATER UTILITIES ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

MAR 23 1990

Corporations Section

Texas Water Utilities Association (referred to as the "Corporation"), a Texas nonprofit corporation subject to the Texas Non-Profit Corporation Act (the "Act"), has adopted these Restated Articles of Incorporation. These Restated Articles of Incorporation accurately copy the Articles of Incorporation and all prior amendments and also include further amendments as described in Article 3.

ARTICLE 1

PROCEDURE OF ADOPTION OF AMENDMENT

The Restated Articles of Incorporation were adopted in the following manner:

The Restated Articles of Incorporation were adopted at a meeting of members held on March 05, 1990, at which a quorum was present. The Restated Articles of Incorporation received at least two-thirds of the votes of each class of members that members who were present or represented by proxy at meeting were entitled to cast.

ARTICLE 2

RESTATED ARTICLES

The Articles of Incorporation and all amendments and other changes to those articles of amendment are hereby superceded by the Restated Articles of Incorporation set forth as Exhibit "A", attached and incorporated by reference as if fully set forth herein.

ARTICLE 3

AMENDMENT OF ARTICLES OF INCORPORATION

The Restated Articles of Incorporation include the following amendments.

Article 2 of the Articles of Incorporation is amended and reads as follows:

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas franchise tax.

Article 4 of the Articles of Incorporation is amended and reads as follows:

The purpose for which the Corporation is organized is to perform charitable activities within the meaning of Internal Revenue Section 501(c)(3). Specifically, the Corporation is organized for educational and literary purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code and limited in the application of these endeavors to the educational needs of persons working in or having an interest in the field of Water Utilities. The programs of the Corporation directed to the accomplishment of these objectives will consist of schools, seminars, training meetings, workshops, correspondence courses and other teaching and information exchange techniques of a similar nature. The literary function of the Corporation will support the educational purpose and be fulfilled in the writing, editing and publication of technical manuals, technical articles and papers, training programs,

training aids, proceedings of training activities and the authorized reproduction of written material prepared by other organizations for those persons desiring information related to water utilities technologies and practices.

Article 5 of the Articles of Incorporation is amended and reads as follows:

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to members, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

Article 6 of the Articles of Incorporation is amended and reads as follows:

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

Article 7 of the Articles of Incorporation is amended and reads as follows:

The Corporation shall have two (2) classes of members as provided in the Bylaws.

The Articles of Incorporation are amended by adding a new Article 8 that reads as follows:

The street address of the registered office of the Corporation is 1106 Clayton Lane, Suite 101 E, Austin, Texas 78723. The name of the registered agent at this office is Daniel C. Allen.

The Articles of Incorporation are amended by adding a new Article 9 that reads as follows:

The qualifications, manner of selection, duties terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the Bylaws. The Board of Directors shall consist of 79 persons. The number of directors may be increased or decreased by amendment of Bylaws.

The Articles of Incorporation are amended by adding a new Article 10 that reads as follows:

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

The Articles of Incorporation are amended by adding a new Article 11 that reads as follows:

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the Bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, and members related to the Corporation.

The Articles of Incorporation are amended by adding a new Article 12 that reads as follows:

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

The Articles of Incorporation are amended by adding a new Article 13 that reads as follows:

The name and street address of each incorporator is:

<u>NAME OF INCORPORATOR</u>	<u>STREET ADDRESS</u>
G. R. Herzik, Jr.	2060 Sabine, Austin, Texas
Mansel W. Smith	1203 Dwyce Drive, Austin, Texas
Mrs. Earl H. Goodwin	2202 Indian Trail, Austin, Texas

ARTICLE 4

PROCEDURE OF ADOPTION OF AMENDMENTS

Each of the amendments was adopted at a meeting of members held on March 05, 1990, at which a quorum was present. The amendments received at least two-thirds of the votes of each class of members that members who were present or represented by proxy at the meeting were entitled to cast.

TEXAS WATER UTILITIES ASSOCIATION

By: Joe A. Escamilla
Joe A. Escamilla
President

Attest: Charles R. Maddox
Charles R. Maddox
Secretary

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION
OF
TEXAS WATER UTILITIES ASSOCIATION

We, the undersigned natural persons over the age of eighteen (18), acting as incorporators, adopt the following Articles of Incorporation of Texas Water Utilities Association, referred to as the "Corporation" under the Texas Non-Profit Corporation Act (referred to as the "Act"):

ARTICLE 1

NAME

The name of the Corporation is Texas Water Utilities Association.

ARTICLE 2

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas franchise tax.

ARTICLE 3

DURATION

The Corporation shall continue perpetually.

ARTICLE 4

PURPOSE

The purpose for which the Corporation is organized is to perform charitable activities within the meaning of Internal Revenue Section 501(c)(3). Specifically, the Corporation is organized for educational and literary purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code and limited in the application of these endeavors to the educational needs of persons working in or having an interest in the field of Water Utilities. The programs of the Corporation directed to the accomplishment of these objectives will consist of schools, seminars, training meetings, workshops, correspondence courses and other teaching and information exchange techniques of a similar nature. The literary function of the Corporation will support the educational purpose and be fulfilled in the writing, editing and publication of technical manuals, technical articles and papers, training programs, training aids, proceedings of training activities and the authorized reproduction of written material prepared by other organizations for those persons desiring information related to water utilities technologies and practices.

ARTICLE 5

POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act.

Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to members, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

ARTICLE 6

RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt for taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

ARTICLE 7

MEMBERSHIP

The Corporation shall have two (2) classes of members as provided in the Bylaws.

ARTICLE 8

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1106 Clayton Lane, Suite 101 E, Austin, Texas 78723. The name of the registered agent at this office is Daniel C. Allen.

ARTICLE 9

BOARD OF DIRECTORS

The qualifications, manner of selection, duties terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the Bylaws. The Board of Directors shall consist of 79 persons. The number of directors may be increased or decreased by amendment of Bylaws.

ARTICLE 10

LIMITATION OF LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 11

INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the Bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, and members related to the Corporation.

ARTICLE 12

CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13

INCORPORATORS

The name and street address of each incorporator is:

<u>NAME OF INCORPORATOR</u>	<u>STREET ADDRESS</u>
G. R. Herzik, Jr.	2060 Sabine, Austin, Texas
Mansel W. Smith	1203 Dwyce Drive, Austin, Texas
Mrs. Earl H. Goodwin	2202 Indian Trail, Austin, Texas