

**ARTICLES OF INCORPORATION
OF THE
SOUTH PLAINS WATER SUPPLY CORPORATION**

THE STATE OF TEXAS §
 §
COUNTY OF LUBBOCK §

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned natural persons, each of whom is at least eighteen (18) years of age or more, at least three of whom are citizens of the State of Texas (the *State*), acting as incorporators of a corporation do hereby adopt the following Articles of Incorporation for such Corporation (*Articles of Incorporation*):

ARTICLE I

The name of the corporation is "SOUTH PLAINS WATER SUPPLY CORPORATION" (the *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 Business Organizations Code, 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 duration of the Corporation shall be 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, and such other purposes as the Corporation may engage under the Texas Business Organizations Code, Texas Non-Profit Corporation Law and Texas Water Code Chapter 67, as amended. The places where the business of the Corporation is to be transacted shall be the Shallowater and Lubbock Communities in Lubbock County, Texas and the surrounding rural areas.

ARTICLE V

The street address of the initial registered office of the Corporation is 7717 Milwaukee Ave Ste E #409, Lubbock, TX 79424, and the name of its initial registered agent at such address is Stanley Brewer.

ARTICLE VI

Seven 7 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:

James Truelock, 11001 N CR 1500, Shallowater, TX 79363

Randy Pebsworth, P.O. Box 157, 8118 CR 5840, Shallowater, TX 79363

Sheryl Prime, 8109 CR 5840, Shallowater, TX 79363

Adolfo Pompa, 8516 CR 6446, Lubbock, TX 79416

Camila Bumbell, 8210 CR 5830, Shallowater, TX, 79363

Deborah Hunt, 6901 CR 6120, Shallowater, TX 79363

Stan Brewer, 5606 CR 6150, Lubbock, TX 79415

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:

James Truelock, 11001 N CR 1500, Shallowater, TX 79363

Camila Bumbell, 5216 CR 5830, Shallowater, TX 79363
Randy Pebsworth, P.O. Box 157, 8118 CR 5840, Shallowater, TX 79363

Sheryl Prime, 8109 CR 5840, Shallowater, TX 79363

Stan Brewer, 5606 CR ~~6150~~, Lubbock, TX 79415

Deborah Hunt, 6901 CR 6120, Shallowater, TX 79363

Adolfo Pompa, 8516 CR 6446, Lubbock, TX 79416

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 13th day of July, 2023.

James E. Truelock
James Truelock, Incorporator

Randy Pebsworth
Randy Pebsworth, Incorporator

STAN B
STAN BREWER, Incorporator

APOL FOR L. POMER
APOL FOR L. POMER, Incorporator

Camila R. Bonifield
Camila R. BONIFIELD, Incorporator

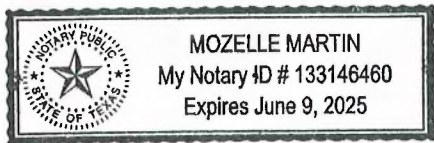
Sheryl L. Garduño AKA Sheryl Prime
Sheryl L. Garduño, Incorporator

Deborah Hunt
Deborah Hunt, Incorporator

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I, the undersigned, a Notary Public of the State of Texas, certify that on this the 13th day of July, 2023, James Truelock, Randy Pebsworth, Camila Bonifield, Adolfo Pampa, Deborah Hunt, and Sheryl Garduno, 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. and Stanley Brewer

IN WITNESS WHEREOF, I have hereunto set my hand and seal the date and year above written.



Mozelle Martin

NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

(SEAL)

My Commission Expires:

06.09.2025