

JUL 27 1979

ARTICLES OF INCORPORATION
OF
TEXAS WATER WELL ASSOCIATION

Pursuant to Vernon's Ann. Civ. St. arts. 1396-1.01 et seq (The Texas Non-Profit Corporation Act), the undersigned natural persons each of whom are over the age of eighteen (18) years as well as citizens of the State of Texas, acting as incorporators, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Texas Water Well Association.

ARTICLE II

Nature

The corporation is a non-profit corporation.

ARTICLE III

Duration

The Duration of the corporation is perpetual.

ARTICLE IV

Purposes

The corporation is organized for the following purposes:

(A) To unite, in common organization, those individuals and organizations professionally engaged in the water well industry and others interested in water well production and its development as well as its impact insofar as it relates to the science of hydrology, water conservation, the general environment and urban development;

(B) To foster the scientific research, development and improvement of water well technology;

(C) To formulate and define standards of materials, methodology and workmanship in the design and installation of water well systems;

(D) To formulate, develop and foster ethical standards for the guidance of the corporation's members in their relations with each other as well as with the public;

(E) To promote and advance the science of hydrology;

(F) To promote, develop and sponsor programs for the educational enhancement of the corporation's members; and

(G) To otherwise act as a clearing house and a public information forum for matters affecting water well industry.

ARTICLE V

Limitation of Purposes and Powers

Notwithstanding the foregoing, no purpose of the corporation shall be construed to authorize the corporation to exercise any powers or engage in any activity as follows:

(A) To carry on propaganda, or otherwise attempt to influence legislation, or participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; provided such limitation shall not be construed to proscribe the corporation from carrying on non-partisan legislative activity to further the purposes of the corporation;

(B) Except to an insubstantial degree, engage in any activity or exercise any power that is not in furtherance of the primary purposes of the corporation.

VI.

Exempt Status

Any fund or funds or real or personal property received by the corporation whether in the form of contributions, dues, or income, shall be received subject to the restrictions and limitations as hereinafter set forth and generally to be used and applied, in whole or in part, exclusively for charitable, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

(A) The corporation does not contemplate pecuniary gain or profit to the members thereof;

(B) No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(C) The corporation shall distribute its income not necessary for the maintenance and operation of the corporation, if any, for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(D) The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(E) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(F) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 under the Internal Revenue Code of 1954, or corresponding provisions of any

subsequent federal tax laws.

(G) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(H) Notwithstanding any other provision in these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code in its regulations as they now exist or they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code in regulations as they now exist or as they may hereafter be amended.

(I) Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code in its regulations as they now exist or as they may hereafter be amended.

ARTICLE VII

Registered Office and Registered Agent

The post office address of the initial registered office of the corporation is 800 West 12th Street, Austin, Texas

78701. The initial registered agent at such address is Dale Ossip Johnson.

ARTICLE VIII

Board of Directors

The number of directors constituting the initial Board of Directors of the corporation is four (4) and the names and addresses of the persons who are to serve as the initial directors are:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| James O'Connor | 15707 Walkwood Drive Houston, Texas 77079 |
| Jack Leonard | Route 6, Box 440 Abilene, Texas 79601 |
| Richard B. Holton | Box 1047 Spearman, Texas 79081 |
| R. J. Neely | Route 1, Box 15A Riviera, Texas 78379 |

Other than the initial Board of Directors, the number of directors of the corporation shall be fixed by the Bylaws. The number of directors may be increased or decreased from time to time by amendment to the Bylaws, provided the number of directors shall not be less than three (3).

ARTICLE IX

Management Committee

The Board of Directors by resolution adopted by a majority of the directors in office may designate one or more committees which, to the extent provided in such resolution, or in the Bylaws, shall have and exercise the authority of the Board of Directors in the management of the corporation. Each such committee may consist of directors as well as non-directors; provided, a majority of the committee must be directors. The designation of such committee and the delegation thereto of authority by the Board of Directors shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. Any non-director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a director who is a member thereof.

ARTICLE X

Incorporators

The name and address of each incorporator is:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Dale Ossip Johnson | 1402 The High Road Austin, Texas 78746 |
| Danny M. Womack | 6004 Highlanddale Austin, Texas 78731 |

Eileen Fontenot

11504 Santa Cruz
Austin, Texas 78759

IN WITNESS WHEREOF, we have hereunto set our hands,
this 27th day of July, 1979.

Dale Ossip Johnson
Dale Ossip Johnson

Danny M. Womack
Danny M. Womack

Eileen Fontenot
Eileen Fontenot

THE STATE OF TEXAS)
)
COUNTY OF TRAVIS)

I, Diane Watkins, a notary public, do hereby certify that on this 27th day of July, 1979, personally appeared before me Dale Ossip Johnson, Danny M. Womack, and Eileen Fontenot, 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 WHEREOF, I have hereunto set my hand and seal the day and year above written.

Diane Watkins
Diane Watkins
Notary Public in and for
Travis County, Texas

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH,
BY A TEXAS DOMESTIC CORPORATION

Filed in the Office of the
Secretary of State of Texas
This _____ day of _____, 19____
MAR 21 1980
[Signature]
By _____
Administrative Assistant

1. The name of the corporation is Texas Water Well Association
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas prior to filing this statement is 800 West 12th, Austin, Texas 78701
3. The address, including street and number, to which its registered office is to be changed is 206 San Jacinto Building, Austin, Texas 78701
(Give new address or state "no change")
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, prior to filing this statement is Dale Ossip Johnson
5. The name of its new registered agent is Bill J. Waddle
(Give new name or state "no change")
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by its board of directors.

[Signature]
Executive Secretary

Sworn to March 5, 1980
(date)

[Signature]
Notary Public
Tarrant County, Texas

INSTRUCTIONS:

Submit two (2) copies with genuine signatures and notary seals on each. Filing fee for a business (for profit) corporation is \$10.00. Filing fee for a non-profit corporation is \$5.00.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas
JUL 29 1991
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 changes the name of the corporation.

ARTICLE ONE

The name of the corporation is Texas Water Well Association.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the corporation on June 13, 1991. Article One of the Articles of Incorporation is hereby amended so as to read as follows:

The name of the corporation is TEXAS GROUND
WATER ASSOCIATION.

ARTICLE THREE

The amendment was adopted in the following manner:

The amendment was adopted at a meeting of members held on June 13, 1991, 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 July 25, 1991.

TEXAS WATER WELL ASSOCIATION

By: John A. Ryburn
President



0916760 FILED In the Office of the Secretary of State of Texas

MAY 25 1993

The State of Texas

Corporations Section

Secretary of State

JOHN HANNAH, JR. SECRETARY OF STATE

CHARTER NO. 00486421-01 ARTICLE 9.01, T.N.P.C.A. REPORT FILING FEE \$5.00

PURSUANT TO THE PROVISIONS OF ARTICLE 9.01 OF THE TEXAS NON-PROFIT CORPORATION ACT, THE UNDERSIGNED CORPORATION HEREBY FILES ITS REPORT SETTING FORTH:

1. THE NAME OF THE CORPORATION IS:

TEXAS GROUND WATER ASSOCIATION

2. IT IS INCORPORATED UNDER THE LAWS OF: TEXAS

3. THE STREET ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF TEXAS IS: 206 SAN JACINTO BLDG., AUSTIN, TX 78701

4. ITS REGISTERED AGENT AT SUCH ADDRESS IS: ~~BILL J. MADDE~~ (DECEASED) LEROY GOODSON

5. IF A FOREIGN CORPORATION, THE STREET ADDRESS OF ITS PRINCIPAL OFFICE IN THE STATE OR COUNTRY UNDER THE LAWS OF WHICH IT IS INCORPORATED IS:

6. THE NAMES AND RESPECTIVE ADDRESSES OF ITS DIRECTORS (OR TRUSTEES, ETC.) AND OFFICERS ARE:

| NAME | OFFICE | ADDRESS |
|-----------------|---------------------|-----------------------------------|
| MURRAY MCKINLEY | PRESIDENT | P.O. BOX 797, PEARSALL, TX 78061 |
| RAYMOND FELDER | PRESIDENT-ELECT | P.O. BOX 1033, ANGLETON, TX 77515 |
| BILLY GREEN | VICE PRESIDENT | BOX 872, SONORA, TEXAS 76950 |
| RALPH CADALLER | SECRETARY TREASURER | 607 HWY 19, HUNTSVILLE, TX 77340 |
| JOHN PYBURN | PAST PRESIDENT | P.O. BOX 266, MANUEL, TX 77578 |

7. THE FOREGOING INFORMATION IS GIVEN AS OF THE DATE OF THE EXECUTION OF THIS REPORT:

DATED MAY 24, 19 93

TEXAS GROUND WATER ASSOCIATION

NAME OF CORPORATION

BY

Leroy Goodson EXECUTIVE SECRETARY (AUTHORIZED OFFICER)

RECEIVED SECRETARY OF STATE

MAY 25 1993

CORPORATIONS SECTION MAIL CLERK 4

NOTE: ALL ITEMS MUST BE COMPLETED. MAKE CHANGES TO ITEMS 3 AND 4 AS NECESSARY. RETURN TO SECRETARY OF STATE, CORPORATIONS SECTION, P.O. BOX 13697, AUSTIN, TEXAS 78711-3697 WITH \$5.00 FEE.



Office of the Secretary of State

January 30, 2007

Leroy Goodson
TEXAS GROUND WATER ASSOCIATION
206 SAN JACINTO BLDG.,
Austin, TX 78701

Nonprofit Periodic Report – First Notification Letter

Re: TEXAS GROUND WATER ASSOCIATION
File Number: **48642101**

Dear Registered Agent:

A nonprofit corporation is required by law to file a periodic report with the Secretary of State not more than once every four years. You are hereby notified that the above referenced nonprofit corporation is required to file the periodic report at this time. This periodic report should be completed and received by this office on or before **March 1, 2007**. Failure to file the periodic report when due will result, after notice, in the forfeiture of the corporation's right to conduct affairs in the state of Texas and could ultimately result, after notice, in the involuntary dissolution or termination of the domestic corporation or the revocation of the registration of the foreign corporation.

One copy of the required periodic report is enclosed, along with instructions for completing the report. Make any necessary changes to the preprinted information by typing or printing the new information in the area provided. Submit the periodic report, along with the required filing fee that is shown on the attached report, to the mailing address on the report form. **Please make a copy of this report prior to mailing and retain for the corporation's records.**

For your convenience, the periodic report may be filed online through SOSDirect at <http://www.sos.state.tx.us/corp/sosda/index.shtml>.

If you have any questions about filing the periodic report or require assistance filing online using SOSDirect, please call 512-475-2705 or e-mail ReportsUnit@sos.state.tx.us.

Sincerely,
Reports Unit
Business and Public Filings Division

Enclosure



Office of the Secretary of State

March 2, 2007

Leroy Goodson
TEXAS GROUND WATER ASSOCIATION
206 SAN JACINTO BLDG.,
Austin, TX 78701

Nonprofit Periodic Report – Second Notification Letter

Re: TEXAS GROUND WATER ASSOCIATION
File Number: **48642101**

Dear Registered Agent:

Our records show that the above referenced corporation was notified over thirty (30) days ago of the need to file with this office the report required by law. You are hereby notified that the corporation's right to conduct affairs has been forfeited as of the date of this letter for failure to file the report. The corporation's right to conduct affairs may be revived by submitting the attached periodic report to this office, along with the required filing fee. This periodic report should be completed and received by this office on or before **July 2, 2007** to avoid the involuntary dissolution or termination of the domestic corporation or the revocation of the registration of the foreign corporation.

One copy of the required periodic report is enclosed, along with instructions for completing the report. Make any necessary changes to the preprinted information by typing or printing the new information in the area provided. Submit the periodic report, along with the required filing fee that is shown on the attached report, to the mailing address on the report form. **Please make a copy of this report prior to mailing and retain for the corporation's records.**

Please disregard this notice if you have mailed your document for processing within the last seven (7) days. If your records reflect that you filed the required report, please send a copy of your cancelled check showing payment of the filing fee.

For your convenience, the periodic report may be filed online through SOSDirect at <http://www.sos.state.tx.us/corp/sosda/index.shtml>.

If you have any questions about filing the periodic report or require assistance filing online using SOSDirect, please call 512-475-2705 or e-mail ReportsUnit@sos.state.tx.us.

Sincerely,
Reports Unit
Business and Public Filings Division

Enclosure



Office of the Secretary of State
PERIODIC REPORT - NONPROFIT CORPORATION

File Number: 48642101

Page 1 of 2

Filing Fee: \$5.00 plus \$1.00 late fee (per month)
(See Filing Fees)

1. The corporation name is:
TEXAS GROUND WATER ASSOCIATION
2. It is incorporated under the laws of: *(set forth state or foreign country)*
Texas
3. The name of the registered agent is:
Leroy Goodson
(Make changes here)

FILED
In the Office of the
Secretary of State of Texas
— APR 13 2007
Corporations Section

4. The registered office address, which is identical to the business office address of the registered agent in Texas, is:
**206 SAN JACINTO BLDG.,
Austin, TX 78701**

(Make changes here-use street or building address, see Instructions)

*221 East 9th Street, Suite 206
Austin, Tx 78701-2510*

5. If the corporation is a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is:

(Make changes here-use street or building address, see Instructions)

6. The names and addresses of all directors of the corporation are: (A Texas corporation must have at least 3 directors)

(If additional space is needed, include the information as an attachment to this form for item 6)

| | | |
|-------------|----------------|------------------------|
| <u>Name</u> | <u>Address</u> | <u>City/ State/Zip</u> |
|-------------|----------------|------------------------|

See Attached.

7. The names, addresses, and titles of all officers of the corporation are: (A Texas corporation must include a president and a secretary and the same person cannot hold both offices).
(If additional space is needed, include the information as an attachment to this form for item 7.)

| <u>Name</u> | <u>Address</u> | <u>City/State/Zip</u> | <u>Title</u> |
|-------------|----------------|-----------------------|--------------|
|-------------|----------------|-----------------------|--------------|

Execution:

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date : 3/5/07

Levy Gordon Jones Brown 4-607
Signature of authorized officer

C&D Board of Directors
As of 3/5/2007

Jerry Browning
President
Millican Well Service
P O Box 820487
Ft Worth, TX 76182
Work Phone (817) 232-0077
Fax (817) 232-1141

Patrick Casarez
President Elect
Patrick Water Well
914 N Washington
Cleveland, TX 77327
Work Phone (281) 592-3633
Fax: same-call first

Raymond Whisenant, Jr.
Vice President
VP & Co-Manager
Whisenant & Lyle Water Services, Inc
P O Box 525
Dripping Springs, TX 78620
Work Phone (512) 858-4375
Fax (512) 858-4666

Dale Ray Felder
Secretary-Treasurer
Felder Water Well & Pump Service
P O Box 1033
Angleton, TX 77516-1033
Work Phone (979) 849-5144
Fax (979) 849-2517

Randy Roberts
Immediate Past President
Pipe Creek Water Well Company, Inc
P O Box 63333
Pipe Creek, TX 78063
Work Phone (830) 796-4846
Fax (830) 796-7234

J. Clark Abel
Director at Large
Abel Water Systems
P O Box 348
6601 Arden Road
San Angelo, TX 76902
Work Phone (325) 949-6607
Fax (325) 949-8036

Pete Brien
Director at Large
Brien Water Wells
5214 South Hwy 6
Hearne, TX 77859
Work Phone (979) 279-2427
Fax (979) 279-2185

Jason Cadwallader
Director at Large
Loopstech International
Holly Water Wells Service, LTD
2928 SH 19
Huntsville, TX 77340
Work Phone (936) 295-6098
Fax (936) 295-8704

Rusty Gilmore
Director at Large
Rita Blanca Groundwater & Well Services
P. O. Box 1492
901 Chicago St
Dalhart, TX 79022
Work Phone (806) 249-6300
Fax (806) 244-6300

Ken D. Grant
Director at Large
Hi Plains Drilling, Inc
P O Box 730
Abernathy, TX 79311
Work Phone (806) 298-2571
Fax (806) 298-2555

Allen E. Johnson
Director at Large
Modern Well Service & Supply
P O Box 787
1200 Ebeling Drive
Plainview, TX 79072
Work Phone (806) 296-5401
Fax (806) 296-0424

Billy Ray Lange
Director at Large
Lange Drilling Company, Inc
P. O. Box 283
401 Victor
Rowena, TX 76875
Work Phone (325) 442-2331
Fax (325) 442-3302

C&D Board of Directors
As of 3/5/2007

Don McElroy
Director at Large
Irrigation Pumps & Power, Inc
P O Box 313
Muleshoe, TX 79347
Work Phone (806) 272-5597
Fax (806) 272-5599

Jim Bob Neely
Director at Large
Neely Water Well Service, Inc
591 South County Road 1090
Riviera, TX 78379
Work Phone (361) 296-3225
Fax (361) 296-3229

Mike Pyburn
Director at Large
Almeda Water Well Service
P. O. Box 266
Manvel, TX 77578
Work Phone (281) 489-9355
Fax (281) 489-4440

Travis L. Russell
Director at Large
Russell Drilling Company
15286 Hwy 259 North
Nacogdoches, TX 75965
Work Phone (936) 569-8909
Fax (936) 569-1948

Bill C. Stoner
Director at Large
Stoner Drilling, Inc
1051 Lake Halbert Road
Corsicana, TX 75109
Work Phone (903) 872-6822
Fax: (903) 872-9646

James R. Taylor
Director at Large
4-Way Pump Service
P O Box 852
Friona, TX 79035
Work Phone (806) 250-2241
Fax. (806) 250-3683

M. Scott Weisinger
Director at Large
Weisinger Water Well Inc
P. O. Box 2608
Conroe, TX 77305-2608
Work Phone (936) 756-7721
Fax (936) 756-7723

Michael Young
Director at Large
Barco Well Service
P. O. Box 1047
Keller, TX 76244-1047
Work Phone (817) 379-5283
Fax (817) 379-5283

Steve Franklin
Chapter Director
J L Myers Co
9635 CR 154 D
Overton, TX 75684
Work Phone (903) 984-7714
Fax (903) 988-0207

Dennis J. Kern
Chapter Director
Kern Plumbing & Electric
214 Leo
Box 217
Nazareth, TX 79063-0217
Work Phone (806) 945-2219
Fax (806) 945-2210

Terry W. Lowe
Chapter Director
Lowe Water Wells
P O. Box 89
Porter, TX 77365
Work Phone (281) 354-2333
Fax. same-call first

Bobette Neely Naylor
Chapter Director
Neely Water Well Service, Inc
591 South County Road 1090
Riviera, TX 78379
Work Phone (361) 296-3225
Fax (361) 296-3229

C&D Board of Directors
As of 3/5/2007

Paul W. Rhodes
Chapter Director
O'Day Drilling Company, Inc.
5923 CR 931
Rosharon, TX 77581
Work Phone (281) 485-1330
Fax (281) 485-0962

Ross D. Smart
Chapter Director
Smart Drilling & Supply Company *
1066 N US Hwy 281
Lampasas, TX 76550
Work Phone (512) 556-3252
Fax (512) 556-8514

J. Ronald Stanley
Chapter Director
J-R's Water Well Service
3714 North Co Road 1130
Midland, TX 79705
Work Phone (432) 687-3236
Fax (432) 498-0947

Robert Louis Wagstaff
Chapter Director
R L Wagstaff Company
1212 Ross Lane
Seagoville, TX 75159
Work Phone (972) 287-5358
Fax (972) 287-5667

Total Records 28