

ARTICLES OF INCORPORATION
OF
TEXAS CUC AGGREGATION PROJECT, INC.

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two of whom 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 of such corporation:

ARTICLE ONE

The name of the corporation is Texas CUC Aggregation Project, Inc.

ARTICLE TWO

The corporation is a non-profit political subdivision corporation under §303.001, Texas Local Government Code.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose for which the corporation is organized is to act as an agent to negotiate the purchase of electricity, or to likewise aid or act on behalf its members, with respect to their own electricity use for their

respective public facilities, and all other purposes as may be permitted by law for political subdivision corporations.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 206 W. 13th Street, Austin, Texas 78701, and the name of its initial registered agent at such address is Donald Lee.

ARTICLE SIX

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons (not less than three) and as may be fixed by the By-laws. Until changed by the By-laws, the original number of directors shall be four. The directors shall continue to serve until their successors are selected in the manner provided in the By-laws of the corporation. The names and addresses of the persons who are to serve as Directors of the Corporation until their successors are duly elected and qualified are:

Carl Griffith
P.O. Box 4025
Beaumont, Texas 77704

Jerry Eversole
1001 Preston, Suite 924
Houston, Texas 77002

Jim Jackson
2311 Joe Field Rd.
Dallas, Texas 75229

Glen Whitley
645 Grapevine Hwy.
Hurst, Texas 76054

ARTICLE SEVEN

The initial By-laws of the corporation, and subsequent amendments thereto, shall be adopted by the Board of Directors and by the governing body of each political subdivision for which the corporation is created.

ARTICLE EIGHT

The corporation shall have members. Membership shall be determined under terms and conditions provided in the By-laws.

ARTICLE NINE

The name and address of each incorporator is:

Carl Griffith
P.O. Box 4025
Beaumont, Texas 77704

Jerry Eversole
1001 Preston, Suite 924
Houston, Texas 77002

Jim Jackson
2311 Joe Field Rd.
Dallas, Texas 75229

Glen Whitley
645 Grapevine Hwy.
Hurst, Texas 76054

IN WITNESS WHEREOF, we have hereunto set our hands.

STATE OF TEXAS)

COUNTY OF TRAVIS)

Before me, a Notary Public, on this day personally appeared _____, _____, and _____ known to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

Given under my hand and seal of office this _____ day of _____, 2000.

Notary Public, State of Texas