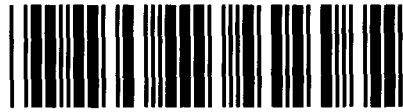


Control Number: 48769



Item Number: 5

Addendum StartPage: 0

PUC DOCKET NO. 48769

APPLICATION OF AQUA UTILITIES, INC., AQUA DEVELOPMENT, INC. AND AQUA TEXAS, INC. FOR SALE, TRANSFER, OR MERGER OF FACILITIES AND CERTIFICATE RIGHTS IN BANDERA, BASTROP, BEXAR, BLANCO, BURNET, COMAL, GILLESPIE, HAYS, KENDALL, KERR, KIMBLE, LIVE OAK, LLANO, MEDIAN, NUECES, TRAVIS, WILLIAMSON, AND WILSON COUNTIES	§ § § § § § § § § § §	PUBLIC UTILITY COMMISSISION OF TEXAS
--	--	--

2018 OCT 22 AM 9:39
FILED CLERK

APPLICANTS' RESPONSE TO ORDER NO. 1

COME NOW, Aqua Utilities, Inc. ("Aqua Utilities"), Aqua Development, Inc. ("Aqua Development"), and Aqua Texas, Inc. ("Aqua Texas") (collectively, "Applicants") and file this response to Order No. 1 Requiring Commission Staff's Recommendation and Proposed Notice; and Addressing Other Procedural Matters. In support thereof, Applicants would show the following.

On October 11, 2018, the Applicants filed an application for the sale, transfer, or merger of facilities and certificates rights in its Southwest Region. On October 16, 2018, the Commission issued Order No. 1 which ordered the Applicants to file supplemental information and documentation.

Order No. 1 required Aqua Utilities, Aqua Development, and Aqua Texas to file the following information and documentation:

1. The legal name and all assumed names, if any, under which the applicant conducts business. If the applicant uses an assumed name, provide a currently valid certificate of assumed name.
2. The form of business in Texas (*e.g.*, corporation, partnership, sole proprietorship). Charter or Authorization number, date business was formed, and date change was made (if applicable).

5

3. Legal name of parent company, if any, and a description of its primary business interests and the name of any companies affiliated with the applicant with which it does any business. Provide the state and date in which the parent company is registered.

In response, the Applicants hereby submit the following information.

1. Aqua Utilities, Aqua Development, and Aqua Texas operate in Texas under the assumed name Aqua Texas. Copies of the Assumed Name Certificates for Aqua Utilities, Aqua Development, and Aqua Texas on file with the Texas Secretary of State are attached as **Exhibit A**.

2. Aqua Utilities, Inc. is a corporation formed as AquaSource Utility, Inc. on December 8, 1997.¹ Aqua Development, Inc. is a corporation formed as AquaSource Development Company on June 24, 1998.² Aqua Texas, Inc. is a corporation formed on February 13, 2004. Their respective Articles of Incorporation are attached as **Exhibit B**. Their Texas Taxpayer Numbers and Texas SOS File Numbers can be found on the Texas Franchise Account Status Reports attached hereto as **Exhibit C**.

3. The legal name of the Applicants' parent company is Aqua America, Inc., which is a corporation subsisting in the State of Pennsylvania. A Subsistence Certificate issued for Aqua America, Inc. is attached as **Exhibit D**. Aqua America serves as a holding company for independently operated water and wastewater utility companies that serves about 3 million people in Pennsylvania, Ohio, North Carolina, Illinois, Texas, New Jersey, Indiana, and Virginia.

Aqua Utilities, Aqua Development, Aqua Texas, and all their affiliates, are 100% owned by Aqua America. Additional affiliates with which Aqua Utilities, Aqua Development, or Aqua Texas conduct business or which provide them with services include: Aqua Operations, Inc.,

¹ A copy of the Articles of Amendment for Aqua Utilities, Inc. is attached as **Exhibit E**.

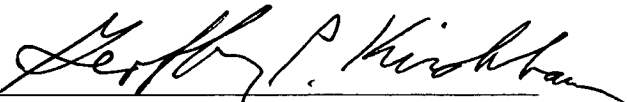
² A copy of the Articles of Amendment for Aqua Development, Inc. is attached as **Exhibit E**.

Kerrville South Water Company, Inc., Harper Water Company, Inc., and Aqua Services, Inc. Affiliates of Aqua Utilities, Aqua Development, and Aqua Texas have previously been reported to the Commission in Aqua Texas' Annual Reports, most recently in PUC Docket 47833 (Water and Wastewater Utilities 2017 Annual Reports), Item No. 120, page 11.

PRAYER

Aqua Utilities, Inc., Aqua Development, Inc. and Aqua Texas, Inc. respectfully request that the Honorable ALJ issue an order approving Applicants' Application for Sale, Transfer, or Merger of Facilities and Certificate Rights for its Southwest Region as previously filed. The Applicants further request such other relief to which they are justly entitled at law or in equity.

Respectfully submitted,

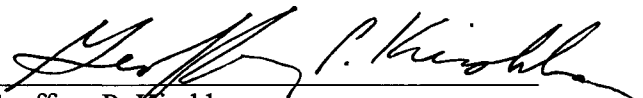
By: 

Geoffrey P. Kirshbaum
State Bar No. 24029665
TERRILL & WALDROP
810 West 10th Street
Austin, Texas 78701
Tel: (512) 474-9100
Fax: (512) 474-9888
gkirshbaum@terrillwaldrop.com

**ATTORNEY FOR AQUA UTILITIES, INC.,
AQUA DEVELOPMENT, INC. AND AQUA
TEXAS, INC.**

CERTIFICATE OF SERVICE

I certify that a copy of this document will be served on all parties of record on October 19, 2018 in accordance with P.U.C. Procedural Rule 22.74.


Geoffrey P. Kirshbaum



Office of the Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

FILED
In the Office of the
Secretary of State of Texas

FEB 03 2004

Corporations Section

EXHIBIT

A

ASSUMED NAME CERTIFICATE FOR FILING WITH THE SECRETARY OF STATE

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application for certificate of authority or comparable document is

Aqua Utilities, Inc.

2. The assumed name under which the business or professional service is or is to be conducted or rendered is

Aqua Texas, Inc.

3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas and the address of its registered or similar office in that jurisdiction is

CT Corporation System, 1021 Main Street, Houston, Texas 77002

4. The period, not to exceed 10 years, during which the assumed name will be used is

10 years

5. The entity is a (check one):

A.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Business Corporation | <input type="checkbox"/> Non-Profit Corporation |
| <input type="checkbox"/> Professional Corporation | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Registered Limited Liability Partnership | |

B. If the entity is some other type business, professional or other association that is incorporated, please specify below (e.g., bank, savings and loan association, etc.)

6. If the entity is required to maintain a registered office in Texas, the address of the registered office is CT Corporation System, 1021 Main Street, Houston, Texas 77002

and the name of its registered agent

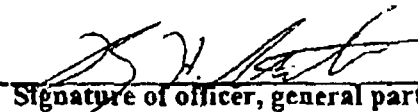
at such address is CT Corporation System

The address of the principal office (if not the same as the registered office) is

1421 Wells Branch Parkway, Suite 105, Pflugerville, Texas 78660

7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is N/A
- and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is N/A
- and the office address elsewhere is _____
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT")
All
9. The undersigned, if acting in the capacity of an attorney-in-fact of the entity, certifies that the entity has duly authorized the attorney-in-fact in writing to execute this document.

By


Signature of officer, general partner, manager,
representative or attorney-in-fact of the entity

NOTE

This form is designed to meet statutory requirements for filing with the secretary of state and is not designed to meet filing requirements on the county level. Filing requirements for assumed name documents to be filed with the county clerk differ. Assumed name documents filed with the county clerk are to be executed and acknowledged by the filing party, which requires that the document be notarized.

Form No. 503
Revised 9/99

STATE OF ~~TEXAS~~ Pennsylvania

COUNTY OF Montgomery

Before me on this 2nd day of February 2004, personally appeared

Roy H. Stahl and acknowledged to me that he he/she

executed the foregoing certificate for the purposes therein expressed.

My Commission Expires:
2008

Lisa S. Piotrowski
Notary Public, State of ~~Texas~~
Pennsylvania

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Lisa S. Piotrowski, Notary Public
Lower Merion Twp., Montgomery County
My Commission Expires Jan. 19, 2008
Member, Pennsylvania Association Of Notaries





Office of the Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697
(Form 503)

Filed in the Office of the
Secretary of State of Texas
Filing #: 149548100 7/14/2010
Document #: 315513210003
Image Generated Electronically
for Web Filing

**ASSUMED NAME CERTIFICATE
FOR FILING WITH THE SECRETARY OF STATE**

1. The assumed name under which the business or professional service is or is to be conducted or rendered is:

Aqua Texas

2. The name of the entity as stated in its certificate of formation, application for registration, or comparable document is:

Aqua Development, Inc.

3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is **TEXAS** and the address of its registered or similar office in that jurisdiction is:

211 E. 7th Street, Suite 620, Austin, TX, USA 78701-3218

4. The period, not to exceed 10 years, during which the assumed name will be used is :

07/14/2020

5. The entity is a : **Domestic For-Profit Corporation**

6. The entity's principal office address in Texas is:

1106 Clayton Lane, Suite 400 W, Austin, TX, USA 78723

7. The entity is not organized under the laws of Texas and is not required by law to maintain a registered agent and registered office in Texas. Its office address outside the state is:

8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are:

ALL COUNTIES

9. The undersigned, if acting in the capacity of an attorney-in-fact of the entity, certifies that the entity has duly authorized the attorney-in-fact in writing to execute this document. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Aqua Development, Inc.

Name of the entity

By: **Roy H. Stahl**

**Signature of officer, general partner, manager,
representative or attorney-in-fact of the entity**

FILING OFFICE COPY



Office of the Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697
(Form 503)

Filed in the Office of the
Secretary of State of Texas
Filing #: 800304878 7/14/2010
Document #: 315513210004
Image Generated Electronically
for Web Filing

**ASSUMED NAME CERTIFICATE
FOR FILING WITH THE SECRETARY OF STATE**

1. The assumed name under which the business or professional service is or is to be conducted or rendered is:

Aqua Texas

2. The name of the entity as stated in its certificate of formation, application for registration, or comparable document is:

Aqua Texas, Inc.

3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is **TEXAS** and the address of its registered or similar office in that jurisdiction is:

211 E. 7th Street, Suite 620, Austin, TX, USA 78701-3218

4. The period, not to exceed 10 years, during which the assumed name will be used is :

07/14.2020

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1106 Clayton Lane, Suite 400 W, Austin, TX, USA 78723

7. The entity is not organized under the laws of Texas and is not required by law to maintain a registered agent and registered office in Texas. Its office address outside the state is:

8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are:

ALL COUNTIES

9. The undersigned, if acting in the capacity of an attorney-in-fact of the entity, certifies that the entity has duly authorized the attorney-in-fact in writing to execute this document. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Aqua Texas, Inc.

Name of the entity

By: **Roy H. Stahl**

**Signature of officer, general partner, manager,
representative or attorney-in-fact of the entity**

FILING OFFICE COPY

ARTICLES OF INCORPORATION
OF AQUASOURCE UTILITY, INC.

FILED
In the Office of the
Secretary of State of Texas
DEC 08 1997

Corporations Section

The undersigned, being a natural person of the age of 18 years or more and acting as the incorporator, does hereby adopt the following Articles of Incorporation for the purpose of organizing a corporation pursuant to the provisions of the Texas Business Corporation Act

ARTICLE ONE

The name of the corporation is AquaSource Utility, Inc

ARTICLE TWO

The period of duration of the corporation is perpetual

ARTICLE THREE

The purpose or purposes for which the corporation is organized, which shall include the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act, are

To generally engage in the water and sewer utility business and perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business

To have all of the general powers granted to corporations organized under the laws of the State of Texas whether granted by specific statutory authority or by construction of law

The foregoing clauses shall be construed as powers as well as purposes. The enumeration herein of specific purposes and powers shall not be held to limit or restrict in any way the general purposes and powers of the corporation. The matters specified in any clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of these Articles of Incorporation, but the purposes and powers specified in each of the clauses of this Article shall be regarded as independent purposes and powers

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common stock, all of which are of one class and without par value

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least one thousand dollars, consisting of money, labor done, or property actually received

ARTICLE SIX

Shareholders of the corporation shall have the preemptive right to acquire additional, unissued, or treasury shares of the corporation to the extent prescribed by the provisions of the Texas Business Corporation Act

ARTICLE SEVEN

No holder of any class of shares of the corporation shall be entitled to cumulate his votes at any election of directors

ARTICLE EIGHT

The following provisions are inserted herein for the purpose of defining, limiting, and regulating the powers of the corporation and of the directors and of the shareholders, provided, however, that said provisions shall not be deemed exclusive of any rights or liabilities otherwise granted or imposed by the laws of the State of Texas

1 The liability of the directors of the corporation is eliminated to the fullest extent permitted by the provisions of the Texas Business Corporation Act and by the provisions of the Texas Miscellaneous Corporation Laws Act, as the same may be amended and supplemented

2 The corporation shall, to the fullest extent permitted by the provisions of Article 2 02-1 of the Texas Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to or covered by said Article

3 With respect to any matter for which the affirmative vote of the holders of at least a two-thirds portion of the shares entitled to vote is otherwise required by the Texas Business Corporation Act, the act of the shareholders on that matter shall be the affirmative vote of the holders of at least a majority of the shares entitled to vote on that matter, rather than the affirmative vote otherwise required by the Texas Business Corporation Act With respect to any matter for which the affirmative vote of the holders of at least two-thirds portion of the shares of any class is otherwise required by the Texas Business Corporation Act, the act of the holders of shares of that class on that matter shall be the affirmative vote of the holders of at least a majority of the shares of that class, rather than the affirmative vote of the holders of shares of that class otherwise required by the Texas Business Corporation Act

4 Any action required by the Texas Business Corporation Act to be taken at an annual or special meeting of shareholders, or any action which may be taken at an annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted

ARTICLE NINE

The post-office address of the initial registered office of the corporation in the State of Texas is c/o AquaSource, Inc 16810 Barker Springs, Suite B215, Houston, TX 77084, and the name of the initial registered agent of the corporation at such address is AquaSource, Inc

ARTICLE TEN

The number of directors constituting the initial Board of Directors of the corporation is 1, and the name and the address of the person who is to serve as a director until the first annual meeting of the shareholders or until his successor is elected and qualified is

<u>NAME</u>	<u>ADDRESS</u>
Ed Wallace	16810 Barker Springs, Suite B215 Houston, TX 77084

ARTICLE ELEVEN

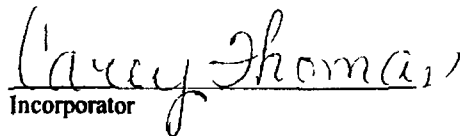
The name and the address of the incorporator is

<u>NAME</u>	<u>ADDRESS</u>
Carey Thomas	16810 Barker Springs, Suite B215 Houston, TX 77084

ARTICLE TWELVE

From time to time any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Texas at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all contracts and rights at any time conferred upon the shareholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article

Signed on December 5, 1997


Incorporator

ARTICLES OF INCORPORATION
OF
AQUASOURCE DEVELOPMENT COMPANY

FILED
In the Office of the
Secretary of State of Texas
JUN 24 1998
Corporations Section

ARTICLE I

The name of the corporation is AquaSource Development Company.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE IV

Section 4.1. The aggregate number of shares that the corporation shall have authority to issue is one thousand (1,000) shares of common stock of the par value of one cent (\$.01) each.

Section 4.2. No shareholder or other person shall have any pre-emptive right whatsoever to acquire additional, unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, or any other securities or property whatsoever.

Section 4.3. Cumulative voting shall not be permitted.

ARTICLE V

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of one thousand dollars (\$1,000.00), consisting of money, labor done or property actually received.

ARTICLE VI

The street address of the initial registered office of the corporation is 811 Dallas Avenue, Houston, Texas 77002 and the name of its initial registered agent at that address is CT Corporation System.

2025 JUN 24 10:00 AM

ARTICLE VII

The number of directors of the corporation shall be fixed as determined by the Bylaws. The number of directors constituting the initial board of directors is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and qualified is:

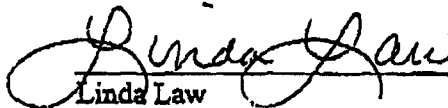
<u>Name</u>	<u>Address</u>
Edward R. Wallace	16810 Barker Springs, Suite B215 Houston, Texas 77084

ARTICLE VIII

The name and address of the incorporator of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Linda Law	16810 Barker Springs, Suite B215 Houston, Texas 77084

IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of June, 1998.


Linda Law

Form 201
(revised 9/03)

Return in Duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$300



Articles of Incorporation
Pursuant to Article 3.02
Texas Business
Corporation Act

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

FEB 13 2004

Corporations Section

Article 1 - Corporate Name

The name of the corporation is as set forth below:

Aqua Texas, Inc.

The name must contain the word "corporation," "company," "incorporated," or an abbreviation of one of these terms. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 2 - Registered Agent and Registered Office (Select and complete either A or B and complete C.)

☒ A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

CT Corporation System

OR

☐ B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix

C. The business address of the registered agent and the registered office address is:

Street Address	City	State	Zip Code
350 N. St. Paul St.	Dallas	TX	75201

Article 3 - Directors

The number of directors constituting the initial board of directors and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are set forth below:

Director 1: First Name	M.I.	Last Name	Suffix
Nicholas	-	DeBenedictis	

Street Address	City	State	Zip Code
762 W. Lancaster Ave.	Bryn Mawr	Pa	19010

Director 2: First Name	M.I.	Last Name	Suffix

Street Address	City	State	Zip Code

Director 3: First Name	M.I.	Last Name	Suffix
Street Address	City	State	Zip Code

Article 4 Authorized Shares

☐ A. The total number of shares the corporation is authorized to issue is _____ and the par value of each of the authorized shares is \$ _____

OR (You must select and complete either option A or option B, do not select both.)

☒ B. The total number of shares the corporation is authorized to issue is 1 000 and the shares shall have no par value.

If the shares are to be divided into classes, you must set forth the designation of each class, the number of shares of each class, the par value (or statement of no par value), and the preferences, limitations, and relative rights of each class in the space provided for supplemental information on this form.

Article 5 Duration

The period of duration is perpetual.

Article 6 Purpose

The purpose for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

Incorporator

The name and address of the incorporator is set forth below.

Name:

Aqua America, Inc.

Street Address

City

State

Zip Code

762 W. Lancaster Ave.

Bryn Mawr

PA

19010

Effective Date of Filing

☒ This document will become effective when the document is filed by the secretary of state.

OR

☐ This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is _____

Execution

The undersigned incorporator signs these articles of incorporation subject to the penalties imposed by law for the submission of a false or fraudulent document.



Signature of incorporator



EXHIBIT

C

Franchise Tax Account Status

As of : 10/17/2018 10:34:14

This Page is Not Sufficient for Filings with the Secretary of State

AQUA UTILITIES, INC.**Texas Taxpayer Number** 17605563919**Mailing Address** 762 W LANCASTER AVE BRYN MAWR, PA 19010-3402**Right to Transact Business in Texas** ACTIVE**State of Formation** TX**Effective SOS Registration Date** 12/08/1997**Texas SOS File Number** 0147005600**Registered Agent Name** CORPORATION SERVICE COMPANY D/B/A CSC-LAWYERS INCO**Registered Office Street Address** 211 E. 7TH STREET SUITE 620 AUSTIN, TX 78701



Franchise Tax Account Status

As of : 10/17/2018 10:34:42

This Page is Not Sufficient for Filings with the Secretary of State

AQUA DEVELOPMENT, INC.

Texas Taxpayer Number 32000778541

Mailing Address 762 W LANCASTER AVE BRYN MAWR, PA 19010-3402

Right to Transact Business in Texas ACTIVE

State of Formation TX

Effective SOS Registration Date 06/24/1998

Texas SOS File Number 0149548100

Registered Agent Name CORPORATION SERVICE COMPANY D/B/A CSC-LAWYERS INCO

Registered Office Street Address 211 E. 7TH STREET SUITE 620 AUSTIN, TX 78701



Franchise Tax Account Status

As of : 10/17/2018 10:35:12

This Page is Not Sufficient for Filings with the Secretary of State

AQUA TEXAS, INC.

Texas Taxpayer Number 32014405503

Mailing Address 1106 CLAYTON LN STE 400W AUSTIN, TX 78723-2476

Right to Transact Business in Texas ACTIVE

State of Formation TX

Effective SOS Registration Date 02/13/2004

Texas SOS File Number 0800304878

Registered Agent Name CORPORATION SERVICE COMPANY D/B/A CSC-LAWYERS INCO

Registered Office Street Address 211 E. 7TH STREET SUITE 620 AUSTIN, TX 78701

EXHIBIT

D

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

06/12/2018

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

AQUA AMERICA, INC.

is duly registered as a Pennsylvania Business Corporation under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT this Subsistence Certificate shall not imply that all fees, taxes and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written

Robert Lanes

Acting Secretary of the Commonwealth

Certification Number: TSC180612121116-1

Verify this certificate online at <http://www.corporations.pa.gov/orders/verify>

Form 404
Rev. (09/03)

Form 404
(revised 9/03)



**Articles of Amendment
Pursuant to Article 4.04,
Texas Business
Corporation Act**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

JAN 16 2004

Corporations Section

Return in Duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$150

Article 1 –Name

The name of the corporation is as set forth below:

Aqua Source Utility, Inc.

State the name of the entity as it is currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name in Article 1.

The filing number issued to the corporation by the secretary of state is: _____

Article 2—Amended Name

(If the purpose of the articles of amendment is to change the name of the corporation, then use the following statement)

The amendment changes the articles of incorporation to change the article that names the corporation.
The article in the Articles of Incorporation is amended to read as follows:

The name of the corporation is (state the new name of the corporation below)

Aqua Utilities, Inc.

The name of the entity must contain an organizational ending or accepted abbreviation of such term. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 3—Amendment to Registered Agent/Registered Office

The amendment changes the articles of incorporation to change the article stating the registered agent and the registered office address of the corporation. The article is amended to read as follows:

Registered Agent of the Corporation
(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (cannot be corporation named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is set forth below.

First Name	MI	Last Name	Suffix

Registered Office of the Corporation (Cannot be a P.O. Box.)

C. The business address of the registered agent and the registered office address is:

Street Address	City	State	Zip Code
		TX	

Article 4 – Other Altered, Added, or Deleted Provisions

Other changes or additions to the articles of incorporation may be made in the space provided below. If the space provided is insufficient to meet your needs, you may incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

Article 5—Date of Adoption

The date of the adoption of the amendment(s) by the shareholders of the corporation, or by the board of directors where no shares have been issued is December 19, 2003

Article 6—Statement of Approval

The amendments to the articles of incorporation have been approved in the manner required by the Texas Business Corporation Act and by the constituent documents of the corporation.

Effective Date of Filing

☐ A. This document will become effective when the document is filed by the secretary of state.

OR

☒ B. This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is Jan.16, 2004 11:59PM

Execution

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


Signature of Authorized Officer

1/16/04
Date

Form 404
(revised 9/03)



**Articles of Amendment
Pursuant to Article 4.04,
Texas Business
Corporation Act**

This space reserved for office use

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

JUL 20 2004

Corporations Section

Return in Duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$150

Article 1-Name

The name of the corporation is as set forth below:

Aquasource Development Company

State the name of the entity as it is currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name in Article 1.

The filing number issued to the corporation by the secretary of state is: 1495481-0

Article 2—Amended Name

(If the purpose of the articles of amendment is to change the name of the corporation, then use the following statement)

The amendment changes the articles of incorporation to change the article that names the corporation.

The article in the Articles of Incorporation is amended to read as follows:

The name of the corporation is (state the new name of the corporation below)

Aqua Development, Inc.

The name of the entity must contain an organizational ending or accepted abbreviation of such term. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 3 –Amendment to Registered Agent/Registered Office

The amendment changes the articles of incorporation to change the article stating the registered agent

and the registered office address of the corporation. The article is amended to read as follows:

Registered Agent of the Corporation (Complete either A or B, but not both Also complete C.)

A. The registered agent is an organization (cannot be corporation named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is set forth below.

First Name	MI	Last Name	Suffix

Registered Office of the Corporation (Cannot be a P.O. Box.)

C. The business address of the registered agent and the registered office address is:			
Street Address	City	State	Zip Code
		TX	

Article 4 – Other Altered, Added, or Deleted Provisions

Other changes or additions to the articles of incorporation may be made in the space provided below. If the space provided is insufficient to meet your needs, you may incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

Article 5—Date of Adoption

The date of the adoption of the amendment(s) by the shareholders of the corporation, or by the board of directors where no shares have been issued is July 31, 2004.

Article 6—Statement of Approval

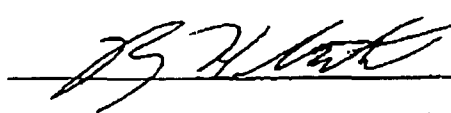
The amendments to the articles of incorporation have been approved in the manner required by the Texas Business Corporation Act and by the constituent documents of the corporation.

Effective Date of Filing

- ☒ A. This document will become effective when the document is filed by the secretary of state.
OR
☐ B. This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is

Execution

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

 7/30/04

Signature of Authorized Officer Date