OFFICE OF THE SECRETARY OF STATE

STATE OF OKLAHOMA

AMENDED NOT FOR PROFIT CERTIFICATE OF INCORPORATION

WHEREAS, the Amended Not For Profit Certificate of Incorporation of

DEER CREEK WATER CORPORATION

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

***NOW THEREFORE, I,** the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.*

***IN TESTIMONY WHEREOF, I** hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*

GREAT SEAL OF THE STATE OF OKLAHOMA 1907

Filed in the city of Oklahoma City this 17th day of July, 2013.

Secretary of State

FILED - Oklahoma Secretary of State #2100233995 07/17/2013

SECOND AMENDED ARTICLES OF INCORPORATION OF DEER CREEK WATER CORPORATION

STATE OF OKLAHOMA)
) ss.
COUNTY OF OKLAHOMA)

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

We, Melvin Lawson, Larry Blair, Maudean Wakefield and Darryl Hay, the directors and officers of Deer Creek Water Corporation, respectfully show:

ARTICLE ONE

That on December 11, 1970, Articles of Incorporation were filed in the office of the Secretary of State of Oklahoma; that under said Articles of Incorporation and the charter issued thereunder, said corporation was chartered for a period of fifty (50) years from December 11, 1970. That on July 8, 1983, First Amended Articles of Incorporation were filed in the office of the Secretary of State of Oklahoma; that under said First Amended Articles of Incorporation, said corporation was chartered for an additional period of fifty (50) years. The foregoing are here referred to and made a part hereof as though set out in full.

ARTICLE TWO

This corporation was formed under Title 18, Oklahoma Statutes, Sections 851 to 863, the "Non-profit Corporation Act" of the laws of the State of Oklahoma and shall have no capital stock, and does not afford any pecuniary gain, incidentally or otherwise, to its members.

ARTICLE THREE

That under said Articles, First Amended Articles and the charter issued pursuant thereto, the term of its corporate existence will not expire until December 11, 2070, but notwithstanding that fact the officers and directors of said corporation desire to change the term of the corporation's existence to perpetual and for such purpose state:

First

The name of this corporation is:

DEER CREEK WATER CORPORATION

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Second

The purposes for which this corporation is formed are:

1 To provide for the use and benefit of its members a waterworks and distribution system, including, but not limited to, water wells, water lines, buildings, plants, structures, treatment facilities, pump houses, and mechanical equipment, tools, pumps, motors, electrical equipment, pipes, pipelines, valves, reservoirs, storage tanks, service lines, meters, meter boxes, fixtures, appliances, machinery and other equipment, and any and all other property, real, personal or mixed, of every kind or description necessary and incidental to the operation and maintenance of a water-works, transportation, and distribution system.

2 To provide for the use and benefit of its members a sewage disposal system and all physical facilities, accessories and equipment appertaining thereto, including, but not limited to, buildings, plants, structures, treatment facilities, electrical equipment, sewage lines, lagoons, and any and all other property, real, personal or mixed, of every kind and description, necessary or incidental to the operation and maintenance of a sewage disposal system.

Third

This Corporation is not formed for profit, shall have no capital stock, and does not afford any pecuniary gain, incidentally or otherwise, to its members.

Fourth

The term for which this Corporation shall exist is perpetual.

Fifth

The address where its principal place of business is to be transacted is at 4621 NW 206th St, Edmond, Oklahoma, 73012, and the name of its registered agent is Debra Wells whose address is 7224 NW 215th Street, Edmond, Oklahoma, 73012.

Sixth

The number of Directors of the Corporation shall be five (5) and the names and addresses of those who have been selected as Directors and who are to serve as such until their successors are elected and qualified, are as follows:

NAME	RESIDENCE	
Melvin Lawson	6429 NW 150th	Oklahoma City, OK 73142
Larry Blair	14074 S. Rockwell	Edmond, OK 73025
Maudean Wakefield	23815 N. Rockwell	Edmond, OK 73025
Darryl Hay	21600 N. Horseshoe Rd.	Edmond, OK 73012
David Miller	6367 NW 164th St	Edmond, OK 73013

IN WITNESS WHEREOF, we have hereunto subscribed our names this 15 day of July, 2013.

NAME	ADDRESS	CITY	STATE
MELVIN LAWSON	6429 NW 150th	Oklahoma City	Oklahoma
LARRY BLAIR	14074 S. Rockwell	Edmond	Oklahoma
MAUDEAN WAKEFIELD	23815 N. Rockwell	Edmond	Oklahoma
DARRYL HAY	21600 N. Horseshoe Rd.	Edmond	Oklahoma
DAVID MILLER	6367 NW 164th ST	Edmond	Oklahoma

RESOLUTION

RESOLUTION OF THE BOARD OF DIRECTORS
OF THE DEER CREEK WATER CORPORATION

PURSUANT TO APPLICABLE LAW, THE BOARD OF DIRECTORS OF THE DEER CREEK WATER CORPORATION HAVE UNANIMOUSLY DETERMINED THAT IT IS ADVISABLE AND IN THE BEST INTEREST OF THE CORPORATION THAT THE CORPORATION ADOPT A SECOND AMENDED ARTICLES OF INCORPORATION FOR THE PRIMARY PURPOSE OF CHANGING THE TERM OF EXISTENCE OF THE CORPORATION TO PERPETUAL AND THAT ALL NECESSARY ARTICLES AND PAPERS BE FILED WITH THE OKLAHOMA SECRETARY OF STATE TO EFFECT SUCH ADOPTION AND THAT SUCH ACTIONS ARE HEREBY APPROVED.

NOW, THEREFORE, be it resolved by the Board of Directors of the Deer Creek Water Corporation:

THAT, pursuant to applicable law, the Board of Directors of the Deer Creek Water Corporation have unanimously determined that it is advisable and in the best interest of the corporation that the corporation adopt a Second Amended Articles of Incorporation for the primary purpose of changing the term of existence of the corporation to perpetual and that all necessary articles and papers be filed with the Oklahoma Secretary of State to effect such adoption and that such actions are hereby approved.

PASSED, APPROVED AND ADOPTED by the Board of Directors of the Deer Creek Water Corporation this 15th day of July, 2013.

Melvin Lawson
MELVIN LAWSON, PRESIDENT

DEER CREEK WATER CORPORATION CORPORATE SEAL 1910 OKLAHOMA

(SEAL)

ATTEST:

Mandy Wakefield
SECRETARY

DEER CREEK WATER CORPORATION

Regular Meeting of the Board of Directors
Monday, July 15, 2013
7:30 p.m.
Held at the Deer Creek Water Corporation office
4621 NW 206th Street, Edmond, OK 73012

Board Present: Melvin Lawson, Maudean Wakefield, Larry Blair and Darryl Hay. Scott Boyd was absent.

Others present: Debbie Wells-Bethel and David Miller.

The meeting was called to order at 7:30 p.m. Quorum was established.

The invocation was given by Melvin Lawson.

The minutes of the previous regular meeting on Monday, 6/17/13 were read. Motion by Darryl Hay to approve the minutes as read. Second by Maudean Wakefield. Motion carried. Votes: Wakefield – Aye, Lawson – Aye, Hay – Aye, Blair – Aye.

The Financial Report was reviewed. Motion by Larry Blair to approve the June 2013 Financial Report. Second by Darryl Hay. Motion carried. Votes: Wakefield – Aye, Lawson – Aye, Hay – Aye, Blair – Aye.

Motion by Maudean Wakefield to accept the resignation of Board Member, Scott Boyd. Second by Larry Blair. Motion carried. Votes: Wakefield – Aye, Lawson – Aye, Hay – Aye, Blair – Aye.

Motion by Maudean Wakefield to appoint David Miller to fill the vacant position on the Board of Directors. Second by Darryl Hay. Motion carried. Votes: Wakefield – Aye, Lawson – Aye, Hay – Aye, Blair – Aye.

Manager, Debbie Wells-Bethel, reported on the water system and gave an update on the Rural Development project.

Motion by Darryl Hay to adopt a Corporate Resolution for the adoption of a Second Amended Articles of Incorporation for the purpose of changing the term of existence of the Deer Creek Water Corporation to perpetual and agreement to file such papers with the Oklahoma Secretary of State. Second by Larry Blair. Motion carried. Votes: Wakefield – Aye, Lawson – Aye, Hay – Aye, Blair – Aye, Miller - Aye.

July pay requests for the RD Project have been submitted in the amount of $56,403.43.

Unforeseen New business: No unforeseen business was brought before the meeting.

Motion by David Miller to adjourn at 8:40 p.m. Second by Larry Blair. Motion carried. Votes: Lawson – Aye, Wakefield – Aye, Hay – Aye, Blair – Aye, Miller - Aye.

Melvin Lawson

Melvin Lawson, President

Larry Blair

Larry Blair, Vice-Pres.

Maudean Wakefield

Maudean Wakefield, Sec/Treas.

Darryl Hay

Darryl Hay, Member

David Miller

David Miller, Member