

**ARTICLES OF INCORPORATION
OF
CITIES AGGREGATION POWER PROJECT, INC.**

ARTICLE ONE

The corporation will conduct business under the name Cities Aggregation Power Project, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The corporation is a non-profit political subdivision corporation under Chapter 303, Texas Local Government Code, entitled "Energy Aggregation Measures for Local Governments," as amended.

ARTICLE FOUR

The corporation has been organized for any and all lawful business for which corporations may be organized under the Texas Non Profit Corporations Act, for the purposes of purchasing electricity, aiding or acting on behalf of its members with respect to their own electricity use for their respective public facilities and that of their citizens, negotiating on behalf of its members for the purchase of electricity, making contracts for the purchase of electricity, and taking any other actions necessary to purchase electricity for use in the public facilities of the political subdivision or subdivisions represented by the corporation, for the purposes of acting as a local cooperative organization to purchase goods and services for its members, and for all other purposes as may be permitted by law for political subdivision corporations.

ARTICLE FIVE

The street address for the corporation's initial registered office is Lloyd, Gosselink, Blevins, Rochelle, Baldwin & Townsend, P.C., 111 Congress Avenue, Suite 1800, Austin, Texas 78701, and the registered agent for the corporation at this address is Geoffrey M. Gay.

ARTICLE SIX

The corporation shall have members. Membership shall be determined under the terms and conditions provided in the corporation's bylaws.

ARTICLE SEVEN

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, but not less than three, as may be fixed by the bylaws. Until changed by the bylaws, the original number of directors shall be three (3). 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:

1. Julie Fleischer
City of Plano
P.O. Box 860358
Plano, Texas 75086-0358
2. Danny Reed
City of Fort Worth
1000 Throckmorton
Fort Worth, Texas 76102
3. Steven L. Bacchus
City of Lewisville
P.O. Box 299002
Lewisville, Texas 75029-9002

ARTICLE EIGHT

The bylaws of the corporation shall be adopted by the Board of Directors and shall be approved by the governing body of each political subdivision for which the corporation is created.

ARTICLE NINE

The names and addresses of the incorporators are:

1. Julie Fleischer
City of Plano
P.O. Box 860358
Plano, Texas 75086-0358

2. Danny Reed
City of Fort Worth
1000 Throckmorton
Fort Worth, Texas 76102

3. Steven L. Bacchus
City of Lewisville
P.O. Box 299002
Lewisville, Texas 75029-9002

The undersigned incorporators, all of whom are over the age of eighteen (18) and are citizens of the State of Texas, sign these Articles of Incorporation subject to the penalty imposed by Article 9.03A, Texas Non-Profit Corporation Act.

THE STATE OF TEXAS §
 §
COUNTY OF _____ §

BEFORE ME, a notary public, on this day personally appeared _____ known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this _____ day of _____ 2001.

Notary Public, State of Texas
My Commission Expires: _____

THE STATE OF TEXAS §
 §
COUNTY OF _____ §

BEFORE ME, a notary public, on this day personally appeared _____ known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this _____ day of _____ 2001.

Notary Public, State of Texas
My Commission Expires: _____

THE STATE OF TEXAS §
 §
COUNTY OF _____ §

BEFORE ME, a notary public, on this day personally appeared _____ known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this _____ day of _____ 2001.

Notary Public, State of Texas
My Commission Expires: _____