

ARTICLES OF INCORPORATION  
OF

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The undersigned natural person, of the age of eighteen years or more, acting as the incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

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ARTICLE ONE  
NAME

The name of the corporation is \_\_\_\_\_.

ARTICLE TWO  
NONPROFIT CORPORATION

The corporation is a nonprofit corporation, organized under the Texas Non-Profit Corporation Act (the "Act").

ARTICLE THREE  
DURATION

The period of its duration is perpetual.

ARTICLE FOUR  
MEMBERS

The corporation will have no members.

ARTICLE FIVE  
PURPOSES

The specific purpose for which the corporation is organized is to provide  
\_\_\_\_\_.

The general purposes for which the corporation is organized are exclusively charitable, religious, literary, education or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or of any superseding federal tax law (the "Code"). The corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE SIX  
LIMITATIONS

- (1) Improper Benefit. No part of the net earnings of the corporation will inure to the benefit of any Director, trustee, or officer of the corporation or of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the corporation for one or more of its purposes), and no Director, trustee, or officer of the corporation or any private individual will be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.
- (2) Lobbying. No substantial part of the activities of the corporation will consist of lobbying, carrying on of propaganda, or of other attempts to influence legislation.
- (3) Political campaigns. The corporation will not participate or intervene in any way (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office (including city, county, state, and federal government offices).
- (4) Dissolution. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation will be distributed exclusively to organizations exempt under Section 501(c)(3) of the Code.
- (5) Private Foundation. If the corporation is a private foundation rather than a public charity within the meaning of Sections 501 and 509 of the Code, the corporation will comply with all Code provisions regarding private foundations, including but not limited to the following:
  - (a) The corporation will not engage in self-dealing within the meaning of Section 4941 of the Code.
  - (b) The corporation will make sufficient qualifying distributions during each taxable year to avoid the tax imposed by Section 4942 on a private foundation's undistributed net income.
  - (c) The corporation will not maintain excess business holdings within the meaning of Section 4943 of the Code.
  - (d) The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code.
  - (e) The corporation will not make taxable expenditures within the meaning of Section 4945 of the Code.

ARTICLE SEVEN  
ACTION WITHOUT MEETING

Any action required by the Act to be taken at a meeting of the Directors of the corporation, or any action which may be taken at a meeting of the Directors or of any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Directors or committee members as would be necessary to take that action at a meeting at which all of the Directors or members of the committee were present and voted. The form of such written consent and the notice will be as required by the Act.

ARTICLE EIGHT  
LIMITATION OF LIABILITY

A Director of the corporation will not be liable to the corporation for monetary damages for an act or omission in the Director's capacity as a Director, except that this article does not authorize the elimination or limitation of the liability of a Director to the extent the Director is found liable for:

- (1) A breach of the Director's duty of loyalty to the corporation;
- (2) An act or omission not in good faith that constitutes a breach of duty of the Director to the corporation;
- (3) An act or omission that involves intentional misconduct or a knowing violation of the law;
- (4) A transaction from which the Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or
- (5) An act or omission for which the liability of a Director is expressly provided for by an applicable statute.

In addition to the limitation of liability set forth above, the liability of a Director to the corporation will be further eliminated or limited to the full extent permitted by any Texas or other applicable statute, as now existing or as may be amended.

ARTICLE NINE  
INDEMNIFICATION

The corporation will indemnify any person who was, is, or is threatened to be made a named defendant or respondent in any threatened, pending, or completed action, suit, or proceeding, including any appeal, whether civil, criminal, administrative, arbitrative, or investigative, because the person is or was a Director, trustee, or officer of the corporation to the fullest extent permitted under the Act or other applicable statute, as now existing or as may be amended. The corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained in this Article 9 to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law.

ARTICLE TEN  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:  
\_\_\_\_\_, and the name of its initial registered agent at such  
address is: \_\_\_\_\_.

ARTICLE ELEVEN  
BOARD OF DIRECTORS

The number of Directors constituting the initial board of Directors of the corporation is \_\_\_\_\_ [must be three or more], and the names and addresses of the persons who are to serve as the initial Directors are:

Name

Address

ARTICLE TWELVE  
INCORPORATOR

The name and street address of the incorporator are:

IN WITNESS HEREOF, the undersigned has executed these Articles \_\_\_\_\_,  
20\_\_.

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\_\_\_\_\_  
[Name of Incorporator]