

**ARTICLES OF INCORPORATION**  
**OF**  
**BRAZOS COMMUNITY FOUNDATION**

**ARTICLE ONE**

The name of the corporation is **BRAZOS COMMUNITY FOUNDATION**.

**ARTICLE TWO**

The corporation is a non-profit corporation, no part of the net earnings of which inures to the benefit of any private individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE THREE**

The period of its duration is perpetual and the corporation shall have no members. The management of the Corporation is vested in its Board of Trustees and such committees of the board that the board may, from time to time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Trustees.

**ARTICLE FOUR**

The corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals. The corporation shall utilize such portion of the assets and income entrusted to it as appropriate for such charitable, benevolent, civic, moral, religious, arts, cultural, and educational uses and purposes, and in such manner as will, in the discretion of the Trustees, most effectively assist, encourage and promote the well being of mankind, primarily throughout Brazos County, Texas, regardless of race, color, creed or sex. Except as these Articles otherwise provide, the Corporation has all the powers provided in the Texas Non-Profit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. In addition, the Corporation shall make distributions at such times and in such manners as to avoid the tax under Internal Revenue Code Section 4942. The Corporation may not:

- a. Engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d);
- b. Retain excess business holdings as defined in Internal Revenue Code Section 4943(c);
- c. Make any investments that would subject it to the tax described in Internal Revenue Code Section 4944;
- d. Make any taxable expenditures as defined in Internal Revenue Code Section 4945(e).

## ARTICLE FIVE

The corporation pledges its assets for use in performing the organization's charitable functions. In the event the corporation shall be dissolved, all of its assets and property shall be distributed to such charitable, educational, religious, or other similar organizations in Brazos County which are qualified as charitable organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent Revenue law or laws, as the Board of Trustees shall select and in such proportions as the Board of Trustees shall determine.

## ARTICLE SIX

The street address of the initial registered office of the Corporation is 3006 Broadmoor, Bryan, TX 77802, and the name of its registered agent at such address is **SAM SHARP**.

## ARTICLE SEVEN

The number of Trustees constituting the initial Board of Trustees is three (3) and the names and addresses of the persons who are to serve as the initial Trustees are:

<u>Name</u>	<u>Address</u>
<b>CHARLES A. ELLISON</b>	P. O. Box 10103 College Station, TX 77842-0103
<b>LARRY HOLT</b>	1707 Broadmoor Dr. Suite 103 Bryan, TX 77802
<b>SAM SHARP</b>	3006 Broadmoor Bryan, TX 77802

## ARTICLE EIGHT

The name and street address of the incorporator is:

Charles A. Ellison  
2501 Ashford Drive, Suite 100  
College Station, TX 77840

## ARTICLE NINE

The Board of Trustees of the corporation shall have the power, consistent with donor and agency agreements, to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if, in the sole judgment of the Board (without the necessity of the approval of any custodian or agent or advisory group), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable, benevolent, cultural, civic, health, scientific and educational needs of the Bryan-College Station area. The Board shall exercise this power at a meeting by the affirmative vote of two-thirds (2/3) of the members of the Board.

## ARTICLE TEN

To the fullest extent permitted by the Texas Nonprofit Corporation Act or any other applicable law as presently or hereafter in effect, no person shall be liable to the corporation for monetary damages for or with respect to any acts or omissions in his or her capacity as a Trustee of the corporation. No amendment to or repeal of this Article Ten shall apply to or have any effect on the liability or alleged liability of any Trustee for or with respect to any acts or omissions of such Trustee occurring prior to such amendment. The Corporation shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Trustee or other person related to the Corporation to the fullest extent provided by Texas law and as provided for in the Texas Non-Profit Corporation Act governing indemnification.

The Board of Trustees may define in the Bylaws the requirements and limitations, if any, for the Corporation to indemnify directors or officers or others related to the Corporation.

## ARTICLE ELEVEN

Action may be taken by the use of signed written consents by the number of members, Directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by fewer than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within sixty (60) days after the date of the earliest-dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

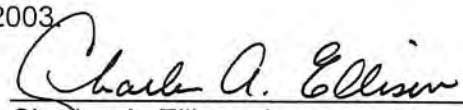
The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action requires documents to be filed with the Secretary of State, the filed documents will state that the written-consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, Director or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, Director or committee member.

## ARTICLE TWELVE

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

EXECUTED this 3<sup>rd</sup> day of January, 2003

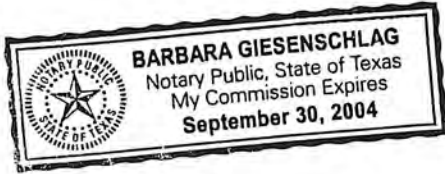
  
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Charles A. Ellison, Incorporator

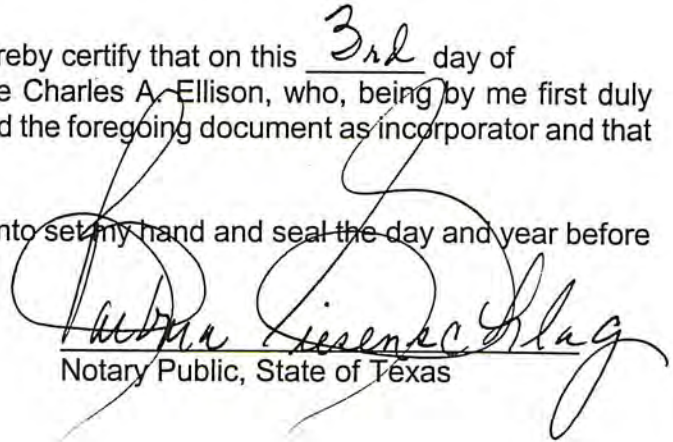
THE STATE OF TEXAS  
COUNTY OF BRAZOS

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The undersigned notary public does hereby certify that on this 3rd day of January, 2003, personally appeared before me Charles A. Ellison, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



  
Notary Public, State of Texas