

ARTICLES OF INCORPORATION
OF
TEXAS LIONS MUSEUM AND OFFICE FOUNDATION, INC.

THE STATE OF TEXAS

COUNTY OF KERR

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all natural persons of the age of twenty-one years or more, all of whom are citizens of the state of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is Texas Lions Museum and Office Foundation, Inc.

Article II

The period of duration of said corporation shall be perpetual.

Article III

The corporation is a non-profit corporation, and the purposes for which this corporation is organized are to receive and maintain a fund or funds to be used for charitable activities in relation to preservation of historical documents, plaques, pictures and memorabilia of Lions of Texas and provide an office space for Lions of Texas (MD-2) and approved by the International Association of Lions Clubs and other related activities.

Article IV

The corporation is to have the class or classes of members as determined by its By-Laws.

Article V

The Trustees of the corporation shall be elected as determined in its By-Laws.

Article VI

The post office address of this corporation's initial registered office is 3301 Legion Drive, Kerrville, Texas 78028, and the name of the corporation's initial registered agent is Sandy Merritt, whose address is the same as the initial registered office.

Article VII

The number of Trustees constituting the initial Board of Trustees is seventeen and the names and address of the persons who are to serve as Trustees until the first annual meeting of the corporation or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Rod G. Chisholm	10118 Jandre Place, San Antonio, TX 78213
Ryan Hodge	4611 Van Winkle, Amarillo, TX 79119
James Norton	1305 9 th Street, Shallowater, TX 79363
Vic Morgan	P.O. Box 1341, Alpine, TX 79831
Jerry Bentley	9358 CR 258, Clyde, TX 79510
Suzi Schneider	2610 Bolivar St., Denton, TX 76201
Darla Wisdom	4371 Cantrell St. , Grand Prairie, TX 75052
Nancy Van Alstine	6645 US Hwy.59 N. Marshall, TX 75670

NAME

ADDRESS

Lawrence Sanchez	2004 Kenyon St. Killeen, TX 76542
Frank Berthold	3214 N. Chadbourn St. San Angelo, TX 76903
Michael Olszewski	P.O. Box 614, Corpus Christi, TX 78403
Waldo Dalchau	P.O. Box 552, Broaddus, TX 75929
Eddie Risha	P.O. Box 2264, Conroe, TX 77305
Frank Kinald	604 W. Sequoia Spur, Georgetown, TX 78628
Ronnie Martin	18 Colony Square, Angleton, TX 77515
Danny Stribling	5306 Jupiter Hills Ct., College Station, TX 77845
Lewis Gardner	22 Colony Square, Angleton, TX 77515

ARTICLE VIII

The name and address of each incorporator is as follows:

Rod Chisholm	10118 Jandre Place, San Antonio, TX 78213
Ryan Hodge	4611 Van Winkle, Amarillo, TX 79119
James Norton	1305 9 th Street, Shallowater, TX 79363
Vic Morgan	P.O. Box 1341 Alpine, TX 79831
Jerry Bentley	9358 CR 258 Clyde, TX 79510
Suzi Schnieder	2610 Boliver Street, Denton, TX 76201
Darla Wisdom	4371 Cantrell Street, Grand Prairie, TX 75052
Nancy Van Alstine	6645 us Hwy. 59 N., Marshall, TX 75670
Lawrence Sanchez	2004 Kenyon Street, Killeen, TX 76542
Frank Berthold	3214 N. Chadbourn St., San Angelo, TX 76903
Michael Olszewski	P.O. Box 614, Corpus Christi, TX 78403

Waldo Dalchau	P.O. Box 552, Broaddus, TX 75929
Eddie Risha	P.O. Box 2264, Conroe, TX 77305
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Danny Stribling	5306 Jupiter Hills Ct., College Station, TX 77845
Lewis Gardner	22 Colony Square, Angleton, TX 77515

ARTICLE IX

It is provided that no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in nor intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Law).

ARTICLE X

It is further provided that on the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of

Trustees shall determine. Any such assets not disposed of shall be disposed of by the Court having jurisdiction in the County in which the principal office of the corporation is then located, exclusively for such purpose, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, we have hereunto set our hands, this _____ day of _____, 2015.

Rod Chisholm, 2-A2

Ryan Hodge, 2-T1

James Norton, 2-T2

Vic Morgan, 2-T3

Jerry Bentley, 2-E1

Suzi Schneider, 2-E2

Darla Wisdom, 2-X1

Nancy VanAlstine 2-X2

Lawrence Sanchez, 2-A3

Frank Berthold, 2-A1

Michael Olszewski, 2-A3

Waldo Dalchau, 2-S1

Eddie Risha, 2-S2

Frank Kinald, 2-S3

Ronnie Martin, 2-S4

Danny Stribling, 2-S5

Lewis Gardner, PCC