



# The State of Texas

Secretary of State  
JUNE 3, 1999

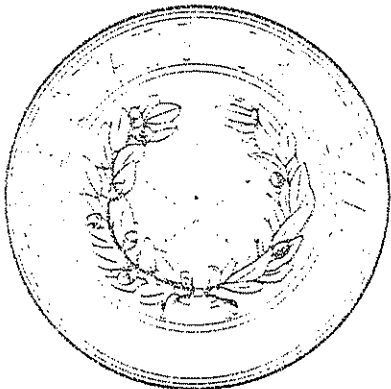
GALEN R. ELDLE/JUDSON ISD  
8012 SHIN OAK  
SAN ANTONIO ,TX 78233

RE:  
JUDSON ISD EDUCATION FOUNDATION, INC.  
CHARTER NUMBER 01536246-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State



# The State of Texas

## Secretary of State

### CERTIFICATE OF INCORPORATION

OF

JUDSON ISD EDUCATION FOUNDATION, INC.  
CHARTER NUMBER 01536246

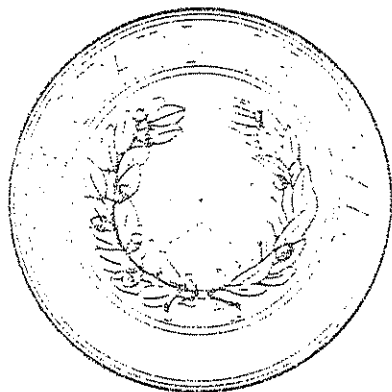
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED MAY 27, 1999

EFFECTIVE MAY 27, 1999



A handwritten signature in black ink, appearing to read "Elton Bomer", written over a horizontal line.

Elton Bomer, Secretary of State

**TEXAS  
NOT FOR PROFIT  
ARTICLES OF INCORPORATION**

FILED In the Office of the Secretary of State of Texas  MAY 27 1999  Corporations Section
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**ARTICLE I**

**NAME**

The name of the corporation is the **JUDSON ISD EDUCATION FOUNDATION, INC.**

**ARTICLE II**

**NON-PROFIT CORPORATION**

The corporation is a non-profit corporation.

**ARTICLE III**

**DURATION**

The period of existence shall be perpetual.

**ARTICLE IV**

**PURPOSE**

The corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law). The corporation shall receive and disburse funds, property and gifts of any kind exclusively for the benefit of the Judson Independent School District.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the corporation is 8012 Shin Oak, San Antonio, TX 78233 and the name of the initial registered agent of the corporation at such address is Dr. Galen R. Eloff.

## ARTICLE VI

### BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are:

Dr. Galen R. Eloff	8012 Shin Oak San Antonio, TX 78233
Beverly A. Oliver	8012 Shin Oak San Antonio, TX 78233
Robin D. Woodall	8012 Shin Oak San Antonio, TX 78233

## ARTICLE VII

### POWERS

Without limiting the general powers granted to the corporation by Texas law, the corporation shall have the following specific powers:

- a. To aid in the fulfillment of teaching and service functions of the Judson Independent School District by providing funds and property;
- b. To make grants and loans of any corporate property for the purpose of furthering the educational objectives of the corporation;
- c. To solicit, accept, administer and disburse gifts, grants and bequests of property of every kind or to hold said property in such manner as the corporation deems appropriate for the furthering of the purposes of the corporation;
- d. To receive grants from government or other sources and to disburse such grants for the support of education and educational projects of the Judson Independent School District;
- e. To make distribution to the Judson Independent School District or any organization organized to support the Judson Independent School District that is exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue law).

## **ARTICLE VIII**

### **MEMBERS**

The corporation shall have no members.

## **ARTICLE IX**

### **USE OF EARNINGS**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 or intervene in (including the publishing or distribution of statements) 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 1986 (or the corresponding provision of any future United States Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

## **ARTICLE X**

### **DISSOLUTION**

In the event of the dissolution of the corporation, the Board of Directors of the corporation shall cause the assets of the corporation to be distributed as follows:

- a. All liabilities of the corporation shall be paid or adequate provision shall be made for payment;
- b. Assets held by the corporation upon a condition which requires such assets be returned or specifically conveyed to a third party upon dissolution of the corporation shall be returned or conveyed in accordance with such requirements;
- c. All of the remaining assets of the corporation shall be distributed to Judson Independent School District or its successor for exclusively public purposes, provided that the Judson Independent School District or its successor is then a governmental unit as described in Section 170 of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code). If Judson Independent School District

or its successor shall not so qualify, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, (or corresponding section of any future federal tax code) or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI**

### **LIABILITY**

A director of the corporation shall not be personally liable to the corporation for monetary damages for an act or omission in the director's capacity as a director, except to the extent that any applicable law may prevent such director from being relieved of such personal liability. Any repeal or modification of this article shall be prospective only and shall not adversely affect any limitation of the personal liability of a director of the corporation existing at the time of such repeal or modification.

## **ARTICLE XII**

### **INDEMNIFICATION**

The corporation shall indemnify and provide for the defense of any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, or employee of the corporation, to the full extent permitted under Texas state law, as is in effect from time to time.

## **ARTICLE XIII**

### **AMENDMENTS**

The corporation reserves the right to amend the Articles of Incorporation from time to time in accordance with the Texas Non-Profit Corporation Act.

## **ARTICLE XIV**

### **NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator of the corporation is:

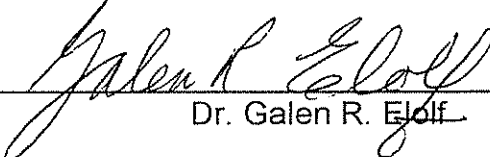
Dr. Galen R. Eloff

8012 Shin Oak  
San Antonio, TX 78233



ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT  
OF THE  
JUDSON ISD EDUCATION FOUNDATION, INC.

The undersigned hereby accepts his appointment as registered agent in the Articles of Incorporation of the Judson ISD Education Foundation, Inc.

  
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Dr. Galen R. Eloff

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Date