

FILED
In the Office of the
Secretary of State of Texas

JUL 19 1994

Corporations Section

**ARTICLES OF INCORPORATION OF
FRIENDS OF BRAZORIA WILDLIFE REFUGES**

The undersigned natural persons over the age of eighteen (18) years, acting as incorporators, adopt the following Articles of Incorporation of the Friends of Brazoria Wildlife Refuges, (referred to as the "Corporation") under the Texas Non-Profit Corporation Act (referred to as the "Act"):

ARTICLE ONE

The name of the Corporation is the **Friends of Brazoria Wildlife Refuges**.

ARTICLE TWO

The Corporation is a Non-Profit Corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas franchise tax.

ARTICLE THREE

The period of the Corporation's duration is perpetual.

ARTICLE FOUR

The purpose for which the Corporation is organized, and shall be operated and administered, is exclusively for charitable, scientific and educational purposes and shall engage primarily in the promotion, appreciation and conservation of wildlife and its habitat through environmental education and natural history experiences in support of Federal Wildlife Refuges in the State of Texas and more specifically in Brazoria County. In pursuit of the foregoing purposes, the Corporation may (a) receive personal property and use and apply the income therefrom and the principal thereof; (b) receive real property, title to which shall be vested in

the Friends of Brazoria Wildlife Refuges; and (c) undertake any other act or action permitted by the Texas Non-Profit Corporation Act, as now enacted or as the same may be amended from time to time hereafter.

ARTICLE FIVE

The Corporation shall have one or more class of members as provided in the Bylaws of the Corporation.

ARTICLE SIX

The street address of the initial registered office of the Corporation is:

119 Bougainvillea
Lake Jackson, Texas 77566

The name of the Corporation's initial registered agent at the above address is:

Richard A. Hickner
Friends of Brazoria Wildlife Refuges

ARTICLE SEVEN

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the bylaws. The initial Board of Directors shall consist of six (6) persons. The number of directors may be increased or decreased by adoption or amendment of the bylaws. The initial Board of Directors shall consist of the following persons at the following addresses:

<i>Name of Director</i>	<i>Street Address</i>
Richard A. Hickner	119 Bougainvillea, Lake Jackson, TX
Denise Honea	101 Scarlet Oak, Lake Jackson, TX
Richard Honea	101 Scarlet Oak, Lake Jackson, TX

<i>Name of Director</i>	<i>Street Address</i>
Gardner Campbell, Jr.	326 Quail Run, Richwood, TX
Thomas Collins	118 Huckleberry, Lake Jackson, TX
John DeManuelle	4629 Country Club View, Baytown, TX

ARTICLE EIGHT

The name and street address of each incorporator is:

<i>Name of Incorporator</i>	<i>Street Address</i>
Richard A. Hickner	119 Bougainvillea, Lake Jackson, TX
Richard Honea	101 Scarlet Oak, Lake Jackson, TX
Denise Honea	101 Scarlet Oak, Lake Jackson, TX

ARTICLE NINE

If any provision of these Articles of Incorporation or the Bylaws of the Corporation are held invalid or unenforceable in any respect, the other provisions hereof or thereof shall remain valid and enforceable.

ARTICLE TEN

The power to amend, modify, restate or repeal the Articles of Incorporation of the Corporation shall be as stated in the Non-Profit Corporation Act; provided, no such amendment, modification, restatement or repeal shall become effective unless and until approved in writing by the directors of the Corporation.

ARTICLE ELEVEN

Regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the Corporation shall not:

(a) Permit any part of the net earnings of the Corporation to inure to the benefit of any private individual unless such benefit is incidental to and in accomplishment of the Corporation's purposes as expressed in Article Four of these Articles of Incorporation; provided, reasonable compensation may be paid for personal services rendered to or for the Corporation affecting one or more of its purposes;

(b) Devote any of its activities to attempting to influence legislation by propaganda or otherwise;

(c) Participate or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; or

(d) Attempt to influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drives.

(e) The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures.

(f) The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures.

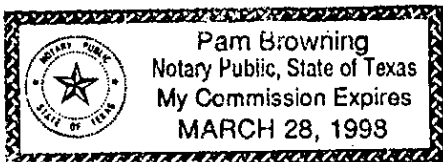
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 16th day of June, 1994.

Richard A. Flickner
K. W. H.
Dennis H. H.

THE STATE OF TEXAS §

COUNTY OF BRAZORIA §

I, a notary public for the State of Texas, do hereby certify that on the 16th day of ~~April~~, June, 1994, personally appeared before me Richard A. Hickner who being by me first duly sworn, declared that he/she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

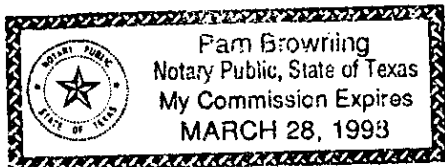


Pam Browning
Notary Public in and for the
State of Texas

THE STATE OF TEXAS §

COUNTY OF BRAZORIA §

I, a notary public for the State of Texas, do hereby certify that on the 20th day of ~~April~~, June, 1994, personally appeared before me Richard Honea who being by me first duly sworn, declared that he/she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

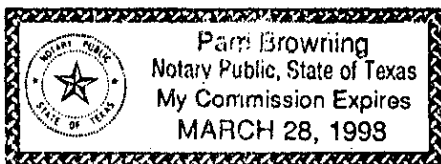


Pam Browning
Notary Public in and for the
State of Texas

THE STATE OF TEXAS §

COUNTY OF BRAZORIA §

I, a notary public for the State of Texas, do hereby certify that on the 20th day of ~~April~~, June, 1994, personally appeared before me Denise Honea who being by me first duly sworn, declared that he/she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



Pam Browning
Notary Public in and for the
State of Texas