

FILED  
In the Office of the  
Secretary of State of Texas

DEC 04 2003

Corporations Section

ARTICLES OF INCORPORATION  
Of  
**KATY ART REACH**  
( A Not for Profit Corporation)

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for:

ARTICLE ONE  
Name

The name of the Corporation is KATY ART REACH .

ARTICLE TWO  
Nonprofit Corporation

The Corporation is a nonprofit corporation.

ARTICLE THREE  
Duration

The period of the Corporation's duration is perpetual.

ARTICLE FOUR  
Purposes

Section 4.01. The Corporation is organized exclusively for charitable, literary, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These activities will include, but not be limited to the creation and promotion of arts and educational outreach, art programs designed for communities in need of art educational support, serving children with special needs, troubled youth, families in crisis and the elderly.

Section 4.02. Notwithstanding any other provision of these Articles of Incorporation:

a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

d. The Corporation is organized pursuant to the Texas Nonprofit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

ARTICLE FIVE  
Membership

The Corporation shall have no voting members.

ARTICLE SIX  
Initial Registration Office and Agent

The street address of the initial registered office of the Corporation is 4211 Stonecraft Circle, Katy, Texas 77450, and the name of the initial registered agent at such address is Terri Bieber.

ARTICLE SEVEN  
Directors

The number of Directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of those people who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Kathryn Payne	1730 Jaycreek, Houston, TX 77070
Kim Ginn	4203 Stonecraft Circle, Katy, TX 77450
Scott Bieber	4211 Stonecraft Circle, Katy, TX 77450

ARTICLE EIGHT  
Indemnification of Directors and Officers

Each Director and each officer or former Director or officer may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and

expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance or duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE NINE  
Limitation On Scope Of Liability

No director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves the intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Directors for which liability is expressly provided for by statute.

ARTICLE TEN  
Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a sufficient number of Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted. All consents signed in this manner must be delivered to the Secretary or other officer having custody of the minute book within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in this manner. A facsimile transmission or other similar transmission shall be regarded as signed by the Director for purposes of this Article.

ARTICLE ELEVEN  
Incorporator

The name and address of the incorporator is:

Name

Address

Jane Sheffield Lowery

850 West 55<sup>th</sup> Street, Kansas City, MO 64113

IN WITNESS WHEREOF, I have hereunto set my hand, this 1st day of December , 2003.

  
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Jane Sheffield Lowery