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**Articles of Incorporation
of
Binglewood Civic Club, Inc.**

FILED
In the Office of the
Secretary of State of Texas

AUG 03 1992

Corporations Section

We, the undersigned natural persons of the age of more than eighteen (18) years who 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 Binglewood Civic Club, Inc.

Article II

The corporation is a non-profit corporation.

Article III

The period of its duration is perpetual.

Article IV

The purposes for which the corporation is organized are to promote the civic and social welfare and well-being of those certain residents and property owners living within or near the area of Houston, Harris County, Texas, known as Binglewood Subdivision, Sections 1, 2, 3, and 4, and to promote and engage in activities for their use and benefit.

The general purpose and power of the corporation are to have and exercise all rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act and other laws of Texas, or those powers which may hereinafter be conferred.

In addition to the purposes for which this corporation is incorporated, the corporation is further limited to such purposes as fully set out in Article 1396-2.01 of Vernon's Annotated Civil Statutes.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

Article V

The corporation shall be a membership corporation. The provisions for membership are set forth in the by-laws.

Except for the Initial Board of Directors whose names are set forth in these Articles of Incorporation, the Board of Directors shall be elected or appointed, as provided in the by-laws.

Provision for the regulation of the internal affairs of the corporation, except as provided in these Articles, shall be determined and fixed by the by-laws.

Article VI

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 distribution in furtherance of the purposes set forth in Article IV above. 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 by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article VII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(4) 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 such purpose. Any such assets not so disposed of shall be disposed of by the County 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 VIII

The street address of the initial registered office of the corporation is 3507 Laverne Drive, Houston, Texas 77080, and the name of the initial registered agent at such address is Robert E. Thompson.

Article IX

The number of directors constituting the Initial Board of Directors of the corporation is three and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Laurence J. Baker	9015 Colleen Houston, Texas 77080
John A. Bonzagni	8911 Griener Houston, Texas 77080
E. Rustin Myers	9015 Rockhurst Houston, Texas 77080

Article X

The names and addresses of the incorporators are:

Name	Address
Laurence J. Baker	9015 Colleen Houston, Texas 77080
John A. Bonzagni	8911 Griener Houston, Texas 77080
E. Rustin Myers	9015 Rockhurst Houston, Texas 77080

Article XI

The corporation may be dissolved with the assent given in writing and signed by not less than two-thirds of the membership. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets shall be distributable as set forth in Article VII above.

IN WITNESS WHEREOF, we have hereunto set our hands this

24th day of June, 1992.

Laurence J. Baker
Laurence J. Baker

John A. Bonzagni
John A. Bonzagni

E. Rustin Myers
E. Rustin Myers

THE STATE OF TEXAS

COUNTY OF HARRIS

I, the undersigned Notary Public, hereby certify that on the 24th day of June, 1992, personally appeared before me, Laurence J. Baker, John A. Bonzagni, and E. Rustin Myers, first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

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



Linda K. Curry
Notary Public in and for The State of Texas,
County of Harris
My commission expires: 1-2-94