

Articles of Incorporation
OF
SHALLOWATER EDUCATION FOUNDATION

The undersigned incorporator, in order to form a corporate entity under Texas Statutes, adopts the following articles of incorporation.

ARTICLE I - NON PROFIT CORPORATE NAME

The corporation hereby formed is a non-profit corporation. The name of the corporation shall be the Shallowater Education Foundation.

ARTICLE II - REGISTERED AGENT AND OFFICE

The initial registered agent of the corporation is Phil Warren who is an individual resident of the state. The business address of the registered agent and the initial registered office is 1100 Ave. K, Shallowater, Texas 79363.

ARTICLE III - REGISTERED PURPOSE

This corporation is organized exclusively for charitable and educational purposes to benefit the Shallowater Independent School District. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE IV - POWERS

1. To provide funds, services, and property to supplement the teaching and service functions of the Shallowater Independent School District.
2. To make grants and donations of any corporate property for the purpose of furthering the educational objectives of the corporation and the Shallowater Independent School District.
3. To solicit, accept, administer and disburse gifts, grants and bequests of property and services of any kind or to hold said property in trust in such manner as the corporation deems appropriate for the furthering of the purposes of the corporation.
4. To receive grants from government or other sources as to disburse such grants for the support of education and educational projects of the Shallowater Independent School District.
5. To make distributions of money, property and/or services to the Shallowater Independent School District or any organization organized to support the Shallowater Independent School District that is exempt from the federal income tax under Section 501 (c)(3) of the Internal Revenue Code.
6. Except as otherwise provided in these articles of incorporation, do all lawful acts and things not prohibited by law, these articles, or the bylaws of the corporation.

ARTICLE V - LIMITATIONS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its trustees, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI - DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE VII - MEMBERSHIP/ORGANIZATION

The corporation shall have no members.

ARTICLE VIII - BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. The number of Directors constituting the initial Board of Directors of the corporation shall be _____, their names and addresses being as follows:

1. _____
2. _____
3. _____
4. _____
5. _____
6. _____
7. _____
8. _____
9. _____
10. _____

- 11. _____
- 12. _____
- 13. _____
- 14. _____
- 15. _____
- 16. _____
- 17. _____
- 18. _____

ARTICLE IX - PERSONAL LIABILITY

No Director of this corporation shall be personally liable to the corporation for monetary damages for any act or omission in the Director's capacity as a Director. Such exculpation of and protection for the Directors of the corporation, is intended to be interpreted to the fullest extent permitted by Texas law, but not to violate Texas or Federal law.

ARTICLE X - INDEMNIFICATION

The corporation may indemnify a person who was, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Director or other person related to the corporation, to the fullest extent allowed by Texas law. The Board of Directors shall have the power to define the terms, requirements and limitations for the corporation to indemnify Directors and Officers.

ARTICLE XI - DISSOLUTION

Upon the dissolution of the organization, 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 disposed of by the District Court of the county in which the principal office of the organization 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 XII - INCORPORATOR

The undersigned incorporator certifies that he executes these articles for the purposes herein stated and hereby accepts his appointment as registered agent for the Shallowater Education Foundation.

Signed

Date

Printed Name