

ARTICLES OF INCORPORATION  
OF  
THE PRICHARD FAMILY FOUNDATION

---

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

ARTICLE ONE  
NAME

The name of the corporation is The Prichard Family Foundation (the "Corporation").

ARTICLE TWO  
NON-PROFIT CORPORATION

The Corporation is a non-profit corporation located in Corpus Christi, Texas, organized under the Texas Non-Profit Corporation Act, Article 1396-1.01 et seq. of the Texas Revised Civil Statutes and shall have all of the powers, duties, authorizations and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Code").

ARTICLE THREE  
DURATION

The period of the Corporation's duration is perpetual.

ARTICLE FOUR  
PURPOSES

Section 4.1

The Corporation is organized and shall be operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Code, including but not limited to the making of grants to other organizations which are organized and operated exclusively

for one or more of such purposes. The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions.

#### Section 4.2

The Corporation is also organized to promote, encourage, and foster any other similar charitable, religious or educational activities; to accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of the Corporation. Provided however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

#### Section 4.3

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, or any director or officer of the Corporation, or any private individual; provided, however, the Corporation shall be authorized and empowered to make reasonable payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles.

#### Section 4.4

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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### Section 4.5

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended, or corresponding provisions of any subsequent federal tax law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as amended, or corresponding provisions of any subsequent federal tax law.

#### Section 4.6

Notwithstanding any other provision of these Articles of Incorporation, if this Corporation shall be, or shall be deemed to be in any one year, a "private foundation" as described in Section 509(a) of the Code, then (a) the Corporation shall make distributions in each taxable year at such time and in such manner as not to subject the Corporation to taxation under Section 4942 of the Code, and (b) the Corporation is expressly prohibited from (i) engaging in any act of "self-dealing" as defined in Section 4941(d) of the Code, (ii) retaining any "excess business holdings" as defined in Section 4943(c) of the Code, (iii) making any investments in such manner as to subject the Corporation to taxation under Section 4944 of the Code, and (iv) making any taxable expenditures as defined in Section 4945(d) of the Code.

Section 4.7

The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE FIVE  
MEMBERS

The Corporation shall have no members.

ARTICLE SIX  
GOVERNANCE

The affairs of the Corporation shall be managed by its Board of Directors in accordance with Art. 1396-2.14 of the Texas Non-Profit Corporation Act.

ARTICLE SEVEN  
BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be the governing body of the Corporation. The number of directors shall in no event be less than three (3). The number of directors may be increased or decreased from time to time in the manner provided in the By-Laws of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent director. The number of directors constituting the initial Board of Directors shall be three (3) and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Lev H. Prichard, IV	2114 Maple Leaf Circle Enid, Oklahoma 73703
Margaret Elaine Prichard Fagan	340 Cape May Drive Corpus Christi, Texas 78412
Paul Armes	2801 Ranch Rd. 12 San Marcos, Texas 78666

The directors of the Corporation may from time to time engage investment counsel, trust corporations or banks possessing trust powers and confer on any such advisor full power and authority to purchase or otherwise acquire stocks, bonds, securities and other investments on behalf of the Corporation's assets and properties at such time and for such consideration as such advisor may deem appropriate. The directors also may confer on any such advisor such other powers with respect to the Corporation's investments as the directors may deem appropriate and may authorize any such advisor to hold title to any of the Corporation's assets and properties in its own name for the benefit of the Corporation or in the name of a nominee for the benefit of the Corporation, and

the directors shall have no liability whatsoever with respect to any action taken or omitted by any such advisor provided the advisor was selected with due care by the directors. The directors may remove or replace any such advisor, with or without cause, if they deem such action appropriate or necessary.

#### ARTICLE EIGHT DISSOLUTION

In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provision is made therefor, the Board of Directors, upon receiving the vote of a majority of the directors in office, shall adopt a plan for the distribution of the remaining assets of the Corporation which shall be distributed only for tax exempt purposes to such organization or organizations organized and operated exclusively for charitable, religious or educational purposes and as shall at that time have purposes similar to those of the Corporation and which are exempt under Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to one or more organizations exempt under Section 501(c)(3) of the Code, in a manner which best accomplishes the purposes of the Corporation. No director or officer of the Corporation and no private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

#### ARTICLE NINE GOVERNING DOCUMENTS

The Articles of Incorporation of the Corporation may be amended or restated from time to time by the Board of Directors of the Corporation, at a meeting of the Board of Directors duly called and held in accordance with the Corporation's adopted procedures, upon receiving the vote of a majority of the directors in office.

The initial Board of Directors shall adopt the initial By-Laws of the Corporation upon receiving the affirmative vote of a majority of the initial Directors in office. Thereafter, the By-Laws of the Corporation may be altered, amended or repealed, or new By-Laws may be adopted, upon receiving the affirmative vote of a majority of the directors in office.

#### ARTICLE TEN INDEMNIFICATION

To the maximum extent permitted or required by Article 1396-2.22A of the Texas Non-Profit Corporation Act, as it now exists or as it may be amended in the future, the Corporation shall indemnify and advance expenses to persons who are officers, directors, employees, agents, or other persons identified in Article 1396-2.22A, for amounts such persons pay or will pay directly. The Corporation shall not indemnify or advance expenses to such persons for any amount paid by a third party pursuant to a plan or contract of insurance.

ARTICLE ELEVEN  
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation is 340 Cape May Drive, Corpus Christi, Texas, 78412, and the name of the initial registered agent at such address is Margaret Elaine Prichard Fagan.

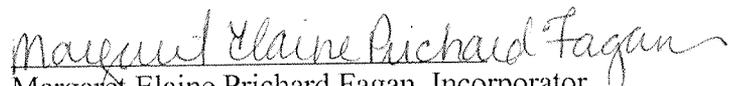
ARTICLE TWELVE  
INCORPORATOR

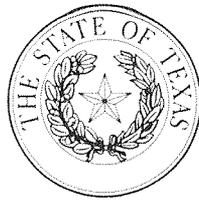
The name and address of the Incorporator is: Margaret Elaine Prichard Fagan, 340 Cape May Drive, Corpus Christi, Texas, 78412.

ARTICLE THIRTEEN  
CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authority cited, or their successors, as they may be amended from time to time.

IN WITNESS WHEREOF, I, Margaret Elaine Prichard Fagan, the undersigned Incorporator have hereto set my name this 20<sup>th</sup> day of July, 1998.

  
Margaret Elaine Prichard Fagan, Incorporator



# The State of Texas

## Secretary of State

JULY 24, 1978

JULIE KAMP (BOURLAND SMITH WALL & WENZEL)  
301 COMMERCE STREET, SUITE 1500  
FORT WORTH, TX 76102-4115

RE:  
THE PRICHARD FAMILY FOUNDATION

CHARTER NUMBER 01498914-01

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 cursive script, reading "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State



The State of Texas  
Secretary of State

CERTIFICATE OF INCORPORATION  
OF

THE PRICHARD FAMILY FOUNDATION  
CHARTER NUMBER 01498914

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 JULY 23, 1998

EFFECTIVE JULY 23, 1998



A handwritten signature in black ink, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State