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ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

OF

OCT 09 1985

THE TEXAS SILVER HAired LEGISLATURE FOUNDATION

Clerk I-E
Corporations Section

We, the undersigned natural persons, at least two of whom are citizens of the state of Texas, and who are of the age of eighteen (18) years or more, 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 ONE

NAME

The name of the corporation is the Texas Silver Haired Legislature Foundation.

ARTICLE TWO

THE CORPORATION IS A NON-PROFIT CORPORATION.

The corporation is irrevocably dedicated to and operated exclusively for non-profit purposes and no part of the income or assets of the foundation shall be distributed to, nor inure to the benefit of any individual.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES

The purposes of the corporation are the following:

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- (1) To provide legislative and regulatory education for the Texas Silver Haired Legislature delegates through their endeavors to inform themselves, their constituencies, and the general public of the governmental decision-making process;
- (2) To promote legislative and community advocacy by increasing the awareness and participation of Texas residents aged 60 or older in governmental decision-making;
- (3) To assess the legislative needs and priorities of older Texans by convening a forum modeled after the Texas State Legislature;
- (4) To provide a service that encourages and develops individual and group participation and leadership concerning local, state, and national legislation.
- (5) This corporation shall be non-profit in nature and not for pecuniary gain or profit of any type or description to or for the members, nor for its incorporators, directors, or officers.
- (6) To hold, manage, expend, exchange, invest, or reinvest, encumber, lease, rent, sell, and deal in any legal manner with any property of funds which the corporation may acquire;
- (7) To use the income from such funds or property for such purposes, unless, in the opinion of the majority of the directors, it is deemed advisable to invade the corpus of such funds or property.

ARTICLE FIVEINCORPORATORS

The names and addresses of each of the incorporators are:

Mrs. Sue F. Craig	903 N.W. 12th Street Andrews, Texas 79714
Mrs. Elenor Holmes	310 E. Angline Groesbeck, Texas 76642
Mr. Allen R. Baca	621 Buckskin Drive Round Rock, Texas 78664

ARTICLE SIXINITIAL REGISTERED OFFICE

The street address of the initial registered office is 1949 IH 35 South, 2nd & 3rd floors, Austin, Texas 78704. And the name of its initial registered agent at such address is Elenor Holmes.

ARTICLE SEVENDIRECTORS

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

Dr. Edmund C. Anderson	1437 Brook Valley Place Dallas, Texas 75232
Judge Scott Bailey	Box 327 Eastland County Courthouse Eastland Texas 76448
George Blevins	P.O. Box 892 Bryan, Texas 77806
Connie Castillo	1108 Mesita Drive El Paso, Texas 79902
Sue F. Craig	903 N.W. 12th Street Andrews, Texas 79714
Harriet Griffin	2555 Greene Street Fort Worth, Texas 76109
Elenor Holmes	310 Angline Groesbeck, Texas 76642

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Judge Douglas Smith

Coryell County Courthouse
Gatesville Texas 76528

Royce Smith

P.O. Box 716
Hemphill, Texas 75948

Bert Scheinbrum

4420 Athens
Waco, Texas 76710

Kenneth E. Ure

8 Echo Valley Rd.
Weatherford, Texas 76086

ARTICLE EIGHT

STOCK

No shares of stock of any type or class are authorized under the Articles of Incorporation.

In witness hereof, we, the incorporators herein, have hereunto set our hands this the _____ day of _____, 1985.

Mrs. Sue. F. Craig

Mrs. Elenor J. Holmes

Mrs. Elenor Holmes

Mr. Allen R. Baca

Mr. Allen R. Baca

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8 Echo Valley Rd.
Weatherford, Texas 76086

ARTICLE EIGHT

STOCK

No shares of stock of any type or class are authorized under the Articles of Incorporation.

In witness hereof, we, the incorporators herein, have hereunto set our hands this the 30th day of Sept., 1985.


Mrs. Sue. F. Craig

Mrs. Elenor Holmes

The State of Texas:
County of Travis:

I, Sheila M. Monday, a Notary Public, do hereby certify that on this 8th day of October, 1985, personally appeared before me Allen R. Baca, who after being duly sworn by me, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein are true.



Sheila M. Monday
Notary Public in and for the State of Texas

Sheila M. Monday
Printed Name

My commission expires February 19, 1989.

The State of Texas:
County of Andrews:

I, Lynn Crow, a Notary Public, do hereby certify that on this 30th day of September, 1985, personally appeared before me Mrs. Sue F. Craig, who after being duly sworn by me, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein are true.



LYNN CROW
Notary Public, State of Texas

My Comm. Expires Jan. 20, 19 87

Lynn Crow

Notary Public in and for the State of Texas

Lynn Crow, Notary Public

Printed Name

My commission expires 1/20/87.

I, _____, a Notary Public, do hereby certify that on this _____ day of _____, 1985, personally appeared before me Mrs. Elenor Holmes, who after being duly sworn by me, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein are true.

Notary Public in and for the State of Texas

Printed Name

The State of Texas:
County of Andrews:

I, _____, a Notary Public, do hereby certify that on this _____ day of _____, 1985, personally appeared before me Mrs. Sue E. Craig, who after being duly sworn by me, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein are true.

Notary Public in and for the State of Texas

Printed Name

My commission expires _____.

I, Eugenia Lummus, a Notary Public, do hereby certify that on this 24th day of September, 1985, personally appeared before me Mrs. Elenor Holmes, who after being duly sworn by me, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein are true.

Eugenia Lummus
Notary Public in and for the State of Texas

Eugenia Lummus
Printed Name

My commission expires 04-12-88.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Articles 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which amends and clarifies Article Four regarding the purposes of the corporation and adds two new Articles regarding political activity and disposition of funds upon dissolution.

ARTICLE ONE

The name of the corporation is ~~THE~~ TEXAS SILVER HAIRED LEGISLATURE FOUNDATION.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the corporation on May 8, 1986.

Article Four of the Articles of Incorporation is hereby amended so as to read as follows:

- (1) To provide education to the Texas Silver Haired Legislature delegates by informing them, their constituencies, and the general public of the governmental decision-making process;
- (2) To increase the awareness and participation of Texas residents aged 60 years or older in governmental decision-making;
- (3) To assess the needs and priorities of older Texans by convening a forum modeled after the Texas State Legislature;
- (4) To provide understanding and encouragement for individual and group participation, and leadership concerning local, state and national legislation;
- (5) To hold, manage, expend, exchange, invest, or reinvest, encumber, lease, rent, sell, and deal in any legal manner with any property or funds which the corporation may acquire;
- (6) To use the income from such funds or

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Clerk II-H
Corporations Section

property for such purposes, unless, in the opinion of the majority of the directors, it is deemed advisable to invade the corpus of such funds or property. 5

The Articles of Incorporation are hereby amended by adding thereto a new Article Nine to read as follows:

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 distributions in furtherance of the purposes set forth in Article Third hereof. 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Articles of Incorporation are hereby amended by adding thereto a new Article Ten to read as follows:

Upon the dissolution of the corporation, 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 so

disposed of shall be disposed of by the appropriate 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 THREE

This Amendment was adopted at a meeting of the board of directors held on May 8, 1986, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.

Dated: May 8, 1986

THE TEXAS SILVER HAIRED LEGISLATURE FOUNDATION

By Scott Bailey

Its President

and

Scott F. Craig

Its Secretary

STATE OF TEXAS
COUNTY OF _____

Before me, a notary public, on this day personally appeared Scott Bailey And Sec F. Craig, known to me to be the persons whose names ~~are~~ subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 8th day of May, A.D., 1986.

Sheila M. Monday
Sheila M. Monday, Notary Public, State of Texas
My commission expires: 2/19/89
County of Travis
2/19, 1989