

# OPERATIONAL RESOURCE MANUAL

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## ARTICLES OF INCORPORATION OF \_\_\_\_\_, INC.

### ARTICLE ONE

The name of the corporation is \_\_\_\_\_.

### ARTICLE TWO

The corporation is a non-profit corporation.

### ARTICLE THREE

The period of its duration is perpetual.

### ARTICLE FOUR

The corporation is organized strictly and exclusively for public charity, religious, scientific, and educational purposes, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### ARTICLE FIVE

The corporation shall have no members and the Corporation shall be governed exclusively by the Directors of the corporation.

### ARTICLE SIX

The street address of the initial registered office is \_\_\_\_\_, and the name of its initial registered agent at such address is \_\_\_\_\_.

### ARTICLE SEVEN

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

### ARTICLE EIGHT

The initial bylaws of the corporation shall be adopted by its Board of Directors and the power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors.

### ARTICLE NINE

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(C)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction upon suitable proceedings brought for the purpose 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 TEN

The corporation may take and hold any donations, grants, devises or bequests which may be made in the support of its purpose. All funds of the corporation, whether from donations or otherwise, in excess of the expenditures necessary for the proper administration of such funds, shall be used exclusively for carrying on and promoting the charitable, religious, educational, and other non-profitable purposes for which the corporation is formed as herein set forth.

The corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954; the corporation shall not engage in any act of self-dealing which would be subject to tax under Section 4941 of the Code; the corporation shall not retain any excess business holdings which would subject it to tax under Section 4943 of the Code; the corporation shall not make any investments which would subject it to tax under Section 4944 of the Code; and the corporation shall not make any taxable expenditures which would subject it to tax under Section 4045 of the Code.

### ARTICLE ELEVEN

The corporation is a non-profit corporation organized solely for the purposes specified in Article Four, and no part of its property whether income or principal, shall ever inure to the benefit of any director, officer, or employee of the

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corporation, or any individual having a personal or private interest in the activities of the corporation, nor shall any such director, officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the corporation except a reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out one or more of its state purposes.

No substantial part of the activities of the corporation shall be 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE TWELVE**

Anything to the contrary herein notwithstanding, the corporation and the directors shall not engage, participate, or intervene in any activity or transaction which would cause the corporation to lost its status as an exempt organization under the provisions of the Internal Revenue Code of 1954 or corresponding provision hereafter in effect; and the use, directly or indirectly, of any part of the corporation's assets in any such activity or transaction is hereby expressly prohibited. Furthermore, no loans shall be made by the corporation to the directors or officers.

**ARTICLE THIRTEEN**

The name and street address of each incorporator is:

\_\_\_\_\_  
**Name**

\_\_\_\_\_  
**Address**

IN WITNESS WHEREOF, I (WE) HAVE HEREUNTO SET MY (OUR) HAND THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
**Incorporator**

\_\_\_\_\_  
**Incorporator**

THE STATE OF TEXAS \*

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COUNTY OF \_\_\_\_\_ \*

I, \_\_\_\_\_, a Notary Public, do hereby certify that on this \_\_\_\_\_ day of \_\_\_\_\_, 2\_\_\_\_, personally appeared before me \_\_\_\_\_, who, being by me first duly sworn, declared that he/she/they signed the foregoing instrument in the capacity therein stated and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Notary Public, State of Texas.  
Printed Name of Notary:  
My Commission Expires: