

FEB 03 2006

ARTICLES OF INCORPORATION

OF

Corporations Section

WILLIS INDEPENDENT SCHOOL DISTRICT FOUNDATION

The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a non-profit corporation (hereinafter referred to as the "Corporation") under the Texas Non-Profit Corporation Act (hereinafter referred to as the "Act"), does hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE ONE

The name of the Corporation is Willis Independent School District Education Foundation.

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

A. The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or within corresponding provisions of any subsequent federal tax laws. Specifically, the purpose of the Corporation is to enhance the educational programs at Willis Independent School District. The broadest discretion is vested in and conferred upon the Directors for the accomplishment of these purposes.

Notwithstanding any other provision of these Articles, the Corporation shall pledge its assets for use in performing its charitable functions and shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent federal tax laws.

Nothing in this Article shall be construed as authorizing the Corporation to transact any business expressly prohibited by any law of the State of Texas, or to engage in any activity that

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cannot lawfully be engaged in by a non-profit corporation incorporated under the Act, or to take any action in violation of any of the laws referred to in Sections B or C of Article 2.02 of the Act.

B. Regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas to the contrary, the Corporation shall not:

(1) Permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation affecting one or more of its purposes);

(2) Carry on propaganda, or otherwise attempt to influence legislation;

(3) Participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; or

(4) Attempt to influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drives.

C. If the Corporation is deemed to be a private foundation within the meaning of Section 509(a) of the Code, or corresponding provisions of any subsequent federal tax laws, the Corporation:

(1) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws;

(2) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws;

(3) Shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws;

(4) Shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws; and

(5) Shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE FIVE

The Corporation shall have no "members" within the meaning of the Act.

ARTICLE SIX

The street address of the Corporation's initial registered office is: 204 West Rogers, Willis, Texas 77378, and the name of its initial registered agent at such address is Tammy Moore.

ARTICLE SEVEN

A. The number and qualifications of directors constituting the Board of Directors of the Corporation shall be fixed from time to time in the manner provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time in the manner provided in the Bylaws, except that no decrease shall have the effect of shortening the term of any incumbent director.

B. The number of directors constituting the initial board of directors is five (5), and the names and addresses of the persons who are to serve as directors are:

<u>Name</u>	<u>Address</u>
Brian Zemlicka	14880 Pollux, Willis, Texas 77318
Rebecca Broussard	10878 Bourban St., Willis, Texas 77318
Jack Crumpler	12668 Pelican Blvd., Willis, Texas 77318
Eddie Ruth Lagway	215 S. Danville, Willis, Texas 77378
Tammy Moore	13000 Shepard Hill Rd., Willis, Texas 77318

ARTICLE EIGHT

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws of the Corporation or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the directors of the Corporation.

ARTICLE NINE

No director of the Corporation shall be personally liable to the Corporation for monetary damages for any act or omission in the director's capacity as a director, except that the provisions of this Article Nine do not eliminate or limit the liability of a director to the extent the director is found liable for:

- A. a breach of the director's duty of loyalty to the Corporation;
- B. an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- C. a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;

D. an act or omission for which the liability of a director is expressly provided by an applicable statute; or

E. an act related to an unlawful distribution of the assets of the Corporation.

If the Act or the Texas Miscellaneous Corporation Laws Act (collectively, the "Acts") are hereafter amended to authorize the further limitation of the liability of directors or trustees, then the limitation on personal liability provided in this Article Nine shall, without the necessity of further action by the Corporation or the Board of Directors, be modified to provide such limitation to the fullest extent permitted by the amended Acts. No amendment to or repeal of this Article Nine shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE TEN

The Corporation may provide in the Bylaws for the indemnification of directors, officers, employees and agents of the Corporation and other persons, or any of them, to the fullest extent provided by law or to such lesser extent as may be provided in such Bylaws.

ARTICLE ELEVEN

In the event of the dissolution of the Corporation, its assets and properties shall first be used to pay all existing debts, obligations and liabilities of the Corporation. Any remaining assets shall be distributed exclusively to any one or more charitable organizations as described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, such organization or organizations to be selected by the Board of Directors.

ARTICLE TWELVE

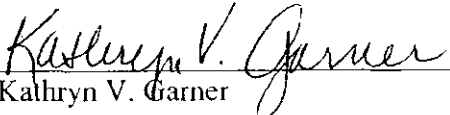
Subject to the applicable provisions of the Act, any action required by the Act to be taken at a meeting of the directors of the Corporation or any action that may be taken at a meeting of the directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors or committee members as would be necessary to take that action at a meeting at which all of the directors or members of the committee were present and voted.

ARTICLE THIRTEEN

The name and address of the incorporator is: Kathryn V. Gamer, 600 Travis, Suite 4200, Houston, Texas 77002.

IN WITNESS WHEREOF, the undersigned has hereunder set her hand this 3rd day of February, 2006.

INCORPORATOR


Kathryn V. Garner