

# ARTICLES OF INCORPORATION

## ABC HIGH SCHOOL BOOSTER CLUB

FILED  
In the Office of the  
Secretary of State of Texas  
Oct 25 2013  
Corporations Section

The undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of ABC High School Booster Club:

### ARTICLE ONE, NAME

The name of the corporation is ABC HIGH SCHOOL BOOSTER CLUB.

### ARTICLE TWO, NON-PROFIT CORPORATION

The corporation is a non-profit corporation. When it dissolves, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under the Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Texas franchise tax.

### ARTICLE THREE, DURATION

The duration of the corporation is perpetual.

### ARTICLE FOUR, PURPOSES

The purposes for organizing the Corporation are to perform charitable activities within the meaning of Internal Revenue Code Section 501(c)(3) in Texas Tax Code Section 11. 18(c).

### ARTICLE FIVE, POWERS

Except as these Articles otherwise provide, the Corporation has all of the powers provided in the Texas Non-Profit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes.

### ARTICLE SIX, RESTRICTIONS AND REQUIREMENTS

The Corporation may not pay dividends or other corporate income to its directors or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act.

The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3), and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and any related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation, or state law, the Corporation may not:

1. Engage in activities or use its assets in manners that do not further one or more exempt purposes as set forth in these Articles and defined by the Internal Code and related regulations, rulings, and procedures except to an insubstantial degree.
2. Serve a private interest other than one clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings and procedures.

*Texas Secretary  
of State's stamp  
of filing date*

4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
5. Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation's assets will be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the Corporation's net earnings to enure to the benefit of any private share holder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business, except as a secondary purpose related to the Corporation's primary, exempt purposes.

#### **ARTICLE SEVEN, MEMBERSHIP**

The Corporation will have one or more classes of members as provided in the By-laws.

#### **ARTICLE EIGHT, REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is 4548 Another Avenue, Pasadena, Harris County, Texas. The name of the initial registered agent at the office is John Black, 4548 Another Avenue, Pasadena, Harris County, Texas.

#### **ARTICLE NINE, MANAGING BODY OF CORPORATION**

The management of the Corporation is vested in its Board of Directors and such committees that the Board may from time to time, establish. The by-laws provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. The initial Board of Directors will consist of three (3) persons:

##### **NAMES ADDRESSES**

|              |                                                 |
|--------------|-------------------------------------------------|
| Jane Doe     | 2334 Someplace Road<br>Pasadena, TX 77503       |
| Katy Smith   | 557 Imsolost Avenue<br>Pasadena, TX 77503       |
| Mike Crosoft | 100000 Andstillgoing Road<br>Pasadena, TX 77503 |

The number of directors may be increased or decreased by amending the By-laws. The number of directors may not be decreased to fewer than three.

#### **ARTICLE TEN, LIMITATION ON LIABILITY OF DIRECTORS**

A Director is not liable to the Corporation or members for monetary damages for an act or omission in the Director's capacity as Director except as otherwise provided by Texas statute.

#### **ARTICLE ELEVEN, INDEMNIFICATION**

The Corporation may indemnify a person who was, is, 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 as provided by the provisions of the Texas Non-Profit Corporation Act governing indemnification.

As the By-laws provide, the Board of Directors may define the requirements and limitations for the Corporation to indemnify directors, officers or others related to the Corporation.

#### **ARTICLE TWELVE, CONSTRUCTION**

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

#### **ARTICLE THIRTEEN, INCORPORATORS**

The name and address of the incorporator is TU EXPENSIVE a licensed attorney in the State of Texas, 999 Richman Road, Pasadena, TX 77503.

#### **ARTICLE FOURTEEN, ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by fewer than all of the member, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action requires documents to be filed with the Secretary of State, the filed documents will state that the written consent procedures have been properly followed. A telegram, telex, cablegram, or similar transmission by a member, or director, or committee member, or photographic, facsimile, or similar reproduction of the signed writing is to be regarded as being signed by the member, director, or committee member.

---

Tu Expensive, Incorporator

THE STATE OF TEXAS  
COUNTY OF HARRIS

I, a Notary Public for the state of Texas, do hereby certify that on October 31, 2013 personally appeared before me, TU EXPENSIVE , who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

---

Notary Public in and for the State of Texas

# **BY-LAWS**

## **XYZ HIGH SCHOOL BOOSTER CLUB, INC.**

### **ARTICLE I**

**1.1 Name.** The name of this corporation is XYZ HIGH SCHOOL BOOSTER CLUB, INC. ("Corporation")

### **ARTICLE 11**

**2.1 Purposes.** The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

The purpose or purposes for which the Corporation is organized are:

- a. To sponsor and promote a chemical free prom night for graduating seniors of XYZ High School;
- b. To educate high school students and the public about the benefits to themselves and others of a chemical free celebration of prom night;
- c. To solicit and disburse funds to be used to support the above purposes.

### **ARTICLE III**

**3.1 Principal Office.** The principal office of the Corporation shall be located in Pasadena, Harris County, Texas.

**3.2 Registered Office and Registered Agent.** The Corporation shall have and contiguously maintain in the State of Texas a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be identical with the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board of Directors.

### **ARTICLE IV**

**4.1 Administration.** The Purposes of the Corporation shall be carried out through conferences, committees and projects. The Corporation shall not seek to direct the administrative activities of the school or to control their policies.

**4.2 Non-Commercial.** The Corporation shall be non-commercial, non-sectarian and nonpartisan. No commercial enterprise or any candidates shall be endorsed by it. The name of the Corporation or its officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose other than the regular work of the Corporation.

### **ARTICLE V**

**5.1 Membership.** The Corporation will have no members. The Corporation may, nevertheless, use the term "Members" to designate those persons having such privileges and status as the Board of Directors may determine. Such "Members" shall have no voting or other legal or equitable rights in the Corporation.

## ARTICLE VI

**6.1 General Powers.** The affairs of the Corporation shall be managed by its Board of Directors.

**6.2 Number and Qualifications.** The Board of Directors shall consist of the individuals who hold the offices of President, Vice President, Treasurer and Secretary of the Corporation. Membership in the Board of Directors shall be held exclusively and indefinitely by the individuals holding such offices. The initial Members of the Board of Directors are as follows:

| <u>NAME</u> | <u>ADDRESS</u>                         |
|-------------|----------------------------------------|
| Joe Smith   | 222 Some Road, Pasadena, TX 77503      |
| Jane Doe    | 724 Aroad Avenue, Pasadena, TX 77503   |
| John Black  | 345 Another Avenue, Pasadena, TX 77503 |
| Mary Smith  | 889 Deadend Road, Pasadena, TX 77503   |

**6.3 Duties.** The duties of the Board of Directors shall be to transact necessary business.

**6.4 Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**6.5 Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

**6.6 Resolutions.** No resolutions may be adopted except by the Board of Directors.

**6.7 Informal Action by Directors.** Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors.

## ARTICLE VII OFFICERS

**7.1 Officers.** The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. Officers shall take office at the first regular meeting and serve for a term of one year or until their successors are installed.

**7.2 Designation of Officers.** The officers of the Corporation shall be elected annually at the first regular meeting. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

**7.3 Vacancies.** Vacancies occurring during the term of office shall be filled by the Board of Directors.

**7.4 President.** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Corporation, the Board of Directors, and shall be exofficio member of all committees. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**7.6 Vice President.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be the Chairman of the Fundraising Committee.

**7.7 Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these By-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall present a statement of account at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a report at the Spring and Fall meetings. The Treasurer's books shall be subject to an audit annually by a committee of three members appointed by the President at the spring meeting. The Treasurer's books shall be closed by July 31 of the fiscal year (end of the fiscal year).

**7.8 Secretary.** The Secretary shall keep the minutes of the meetings of the members of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records; keep a register of the address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

## **ARTICLE VIII**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**8.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-laws, to enter into contract or execute and deliver any instrument in name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. All expenditures must be approved by the Board of Directors before they are made.

**8.2 Checks and Drafts.** All Checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as provided in these by-laws or as from time to time determined by the Board of Directors.

**8.3 Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**8.4 Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**8.5 Special Provision.** At the close of the fiscal year in 2011, the Corporation shall remit \$500 to next year's Project Prom. In all succeeding years, at the close of the fiscal year, the Corporation shall remit \$ 1,000 for use for the succeeding Project Prom.

## **ARTICLE IX MISCELLANEOUS**

**9.1 Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

**9.2 Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of August and end on the last day in July.

## **ARTICLE X AMENDMENTS**

**10.1 Amendments.** These By-laws may be amended at any regular or special meeting of the Board of Directors by a two-thirds vote of the members present and voting, following notices of the proposed amendment at a previous regular or special meeting of the Board of Directors.

## **ARTICLE XI RULES OF ORDER**

**11.1 Rules of Order.** Except as provided in these by-laws, the rules contained in Robert's Rules of Order Newly Revised shall govern the Corporation operation.

**Adopted**

IN WITNESS WHEREOF, we have hereunto set our hands this day and year shown below.

Dated: \_\_\_\_/\_\_\_\_/\_\_\_\_

\_\_\_\_\_  
Joe Smith

Dated: \_\_\_\_/\_\_\_\_/\_\_\_\_

\_\_\_\_\_  
Jane Doe

Dated: \_\_\_\_/\_\_\_\_/\_\_\_\_

\_\_\_\_\_  
Mary Smith