

ARTICLES OF INCORPORATION  
OF  
FOUNDATION FOR THE HOMELESS, INC.

FILED  
In the Office of the  
Secretary of State of Texas

FEB 7 1989

The undersigned natural person of the age of 18 years or more, acting as incorporator of a corporation under the Texas Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation is "Foundation for the Homeless, Inc."

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The Corporation is organized and shall be operated exclusively for charitable, religious and educational purposes, including development and implementation of programs and activities designed to assist and otherwise minister to the homeless in Austin, Texas or in any other locality, and to attempt to improve their condition and eliminate the homeless status, including, for such purposes, the making of distributions to organizations that are involved in such activities and qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

The Corporation is to have no members.

ARTICLE VI

In the event the Corporation is dissolved for any reason whatsoever and at any time, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, scientific, or other purposes as shall at

the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, 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 IV 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or (2) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE VIII

The Corporation will distribute its income for each tax 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 Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

The Corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

#### ARTICLE IX

No director of the Corporation shall be liable to the Corporation or its shareholders or members (if applicable in the future) for monetary damages for an act or omission in the director's capacity as a director, except that this article does not eliminate or limit the liability of a director for:

1. a breach of a director's duty of loyalty to the corporation or its shareholders or members;
2. an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
3. 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;
4. an act or omission for which the liability of a director is expressly provided for by statute; or
5. an act related to an unlawful payment of a dividend.

#### ARTICLE X

The Corporation shall have and continuously maintain in the State of Texas:

1. A registered office which may be, but need not be, the same as its principal office, and
2. A registered agent, which agent may be
  - a. an individual resident of Texas whose business office is identical with such registered office, or
  - b. a foreign or domestic corporation, whether or not for profit, authorized to transact business or conduct its affairs in Texas, and which has a

principal or business office identical with such registered office.

The street address of the initial registered agent of the Corporation is 7127 Bee Cave Road, Austin, Texas 78746, and the name of its initial registered agent at such address is Elinor Reese.

ARTICLE XI

The number of directors constituting the initial Board of Directors of the Corporation is three (3) and names and addresses of the persons who are to serve as initial directors are set forth below. The number of directors may be changed from time to time as provided in the Corporation's bylaws.

<u>NAME</u>	<u>ADDRESS</u>
June Davis	3607 Pinnacle Road I Austin, Texas 78746
Philip Haag	1309 Dusky Thrush Trail Austin, Texas 78746
John E. Gangstad	3106 Eaneswood Austin, Texas 78746

ARTICLE XII

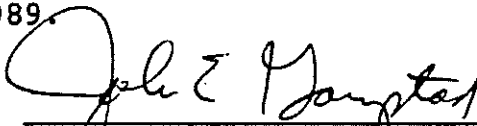
The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
John E. Gangstad	3106 Eaneswood Austin, Texas 78746

ARTICLE XIII

The Corporation shall be governed by its Articles of Incorporation and Bylaws, but in any event shall not violate the Texas Non-profit Corporation Act or the Texas Miscellaneous Corporation Act.

7th IN WITNESS WHEREOF, we have hereunto set our hands this day of February, 1989.

  
\_\_\_\_\_  
John E. Gangstad

3017F