

**ARTICLES OF INCORPORATION
OF
FRIENDS OF BALCONES CANYONLANDS
NATIONAL WILDLIFE REFUGE**

FILED
In the Office of the
Secretary of State of Texas

JUL 08 2002

Corporations Section

ARTICLE I

The name of the corporation (the "Corporation") is **Friends of Balcones Canyonlands National Wildlife Refuge**.

ARTICLE II

The Corporation is a nonprofit corporation.

ARTICLE III

The period of duration is perpetual.

ARTICLE IV

The purposes for which the Corporation is organized are:

- A. The Corporation is organized exclusively for scientific and educational purposes, within the meanings of Section 501(c)(3) of the Internal Revenue Code and Section 11.18(c)(1) of the Texas Tax Code, including the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, such scientific and educational purposes to include:
 - 1. Support, expand, and enhance the Balcones Canyonlands National Wildlife Refuge and its diverse ecology, and promote its use for recreational, educational, and scientific purposes.
 - 2. And the following:
 - a. Serve in a cooperative relationship with Refuge management to provide funds, volunteer labor, and in-kind resources to help meet the needs and goals of the Refuge.
 - b. Serve as an advocate for the fair acquisition of lands and associated habitats within the Balcones Canyonlands National Wildlife Refuge.
 - c. Provide assistance to Refuge personnel on projects to develop and improve visitor programs and public use facilities.
 - d. Promote public awareness of, support, and participation in eco-tourism, recreation, and pursuit of nature studies in the Refuge through educational, scientific, civic, and charitable programs.
- B. The general purposes and powers of the Corporation are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Texas or which may hereafter be conferred, **SAVE AND EXCEPT** that the Corporation shall have no power to:
 - 1. Engage in any activities that are not in furtherance of the purposes set forth above or which would in any way adversely affect or negate the Corporation's

- ability to be constituted as an organization under Section 501(c)(3) of the Internal Revenue Code;
2. 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;
 3. 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 related regulations, rulings, and procedures.
- C. 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 Section A of this Article IV. The Corporation will not pay dividends or corporate income to its directors or officers (except for reasonable compensation out of net earnings as provided in the preceding sentence) or otherwise accrue distributable profits or permit the realization of private gain.
- D. 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 or in opposition to 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:
1. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or:
 2. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If any law of the State of Texas invalidates the preceding sentence in this paragraph, such preceding sentence shall be deemed to be stricken from these Articles, and there shall be substituted for such preceding sentence the following language, to wit: Notwithstanding any other provisions of these Articles, the Corporation shall not, except to any insubstantial degree, engage in any activities that are not in furtherance of the purposes of this corporation.
- E. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:
1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree:
 2. Serve a private interest other than one that is clearly incidental to an overriding public interest:
 3. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures:
 4. Distribute its assets on dissolution to its member or private individuals or for any other purpose other than for one or more exempt purposes, it being here stated that on dissolution, the Corporation's assets shall be distributed only 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, or to the federal government or to a state or local government for a public purpose:

5. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.
6. Notwithstanding any of the above statements of purpose for which the Corporation is organized, or any statement of the Corporation's powers, or any statement of limitations of the Corporation's powers as to distribution of assets on dissolution, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

ARTICLE V

Except as these Articles otherwise provide, the Corporation has all the power provided in the Texas Non-Profit Corporation Act, SAVE AND EXCEPT such powers, if any, granted by said Act which would allow the Corporation to:

- A. Engage in any activities that are not in furtherance of the purposes set forth above or which would in any way adversely affect or negate the Corporation's ability to be constituted as an organization under Section 501(c)(3) of the Internal Revenue Code:
- B. 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, or:
- C. 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 related regulations, rulings and procedures.

ARTICLE VI

The Corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to members, directors, officers, employees, or to private individuals, provided, however, that the Corporation shall pay reasonable compensation to employees and shall reimburse reasonable expenses incurred on behalf of the Corporation.

ARTICLE VII

Upon discontinuance of the Corporation by dissolution or otherwise, assets of the Corporation shall be distributed for one or more of the exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 a Court of Competent Jurisdiction 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 VIII

The name and address of the initial registered agent is:

John West
3110 American Dr.
Lago Vista, TX 78645

ARTICLE IX

The management of the Corporation is vested in its Board of Directors. The Bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the board of Directors. The number of persons constituting the initial Board of Directors of the Corporation is four (4), and the names and addresses of the persons who are to serve as the initial directors are:

Dorothy A. Lauterbach
6302 Lakeshore Dr.
Lago Vista, TX

James E. Gilchrist
21100 High Dr.
Lago Vista, TX

Mary L. Curtis
3404 American Dr.
Lago Vista, TX

John G. West
3110 American Dr.
Lago Vista, TX

The number of directors may be increased or decreased by amending the Bylaws of the Corporation. The number of directors may not be decreased to fewer than three. The Corporation may also have an advisory board if provided for in the Bylaws.

ARTICLE X

The name and street address of the incorporator is:

Dorothy A. Lauterbach
6302 Lakeshore Dr.
Lago Vista, TX 78645

ARTICLE XI

Initially, the Corporation shall have one class of members, all of whom will be allowed to hold office and to vote on all matters submitted to the membership for a vote. The classes of members may be increased or decreased by amending the Bylaws of the Corporation.

ARTICLE XII

Each Director and each officer or former Director or officer shall be indemnified and shall be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in performance or duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would violate the Act or the laws of the State of Texas. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any Bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE XIII

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Directors capacity as a Director of the Corporation, except and only for the following:

- A. A breach of the Director's duty of loyalty to the Corporation;
- B. An act or omission that involves the intentional misconduct or knowing violation of the law by the Director;
- C. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office;
- D. An act or omission by the Director for which liability is expressly provided for by the Act or the laws of the State of Texas.

ARTICLE XIV

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

IN WITNESS WHEREOF, I have hereunto subscribed my hand this the 3 day of July, 2002.


Dorothy A. Lauterbach, Incorporator