

FILED
In the Office of the
Secretary of State of Texas

MAY 14 1976

ARTICLES OF INCORPORATION
OF
HOUSTON COMMUNITY COLLEGE SYSTEM FOUNDATION

Laura Saffron
Deputy Director, Corporate Division

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Houston Community College System Foundation.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is twenty years.

ARTICLE IV

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

1. This corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, and for the realization and attainment thereof, as follows:

A. To maintain, develop, increase and extend the facilities and services of the Houston Community College System and to provide broad educational opportunities to its students, staff, faculty, and the residents of the geographical area which it serves;

B. To solicit and receive by gift, grant, devise, or otherwise, property, both real and personal, and to manage and administer the same;

C. To make contributions, grants, gifts, and transfer of property, both real and personal, either outright or in trust, to or for the benefit of the Houston Community College System, or to or for the benefit of other organizations identified and associated with the Houston Community College System, which are tax exempt organizations, pursuant to Section 501(c) (3) of the Internal Revenue Code of the United States of America and acts amendatory thereof or supplementary thereto.

2. No substantial part of the activities of this corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

3. No part of the net earnings of this corporation shall inure to the benefit of any director, officer or private individual except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the corporation for the accomplishment of its purposes.

4. No dividend shall ever be declared or paid by this corporation and upon termination or dissolution all of the remaining assets of this corporation shall be distributed, transferred and conveyed, in trust or otherwise either to the Houston Community College System or to other organizations identified and associated with the Houston Community College System which are tax exempt organizations, pursuant to Section 501(c) (3) of the Internal Revenue Code of the United States of America and acts amendatory thereof or supplementary thereto.

ARTICLE V

The street address of the initial registered office of the corporation is Suite 2150, 1100 Milam Building, Houston, Texas 77002, and the name of its initial registered agent at such address is William M. Coats.

ARTICLE VI

1. The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Erwin Heinen	5406 Huckleberry Houston, Texas 77027
William E. Harwell	8107 Glen Vista Houston, Texas 77017
William Holland	2302 Rosedale Houston, Texas 77004

2. These directors shall hold office until election of a subsequent board of directors in accordance with provisions set forth in the by-laws.

3. Any director of this corporation may be removed from office at any time by a majority vote of all the other directors then serving whenever in their judgment the best interests of the corporation would be served by such removal.

ARTICLE VII

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
William M. Coats	Suite 2150 - 1100 Milan Bldg. Houston, Texas 77002
John G. Langdon	Suite 2150 - 1100 Milan Bldg. Houston, Texas 77002
Harry B. Watters	Suite 2150 - 1100 Milan Bldg. Houston, Texas 77002

ARTICLE VIII

1. Every person who is or has been a director or officer of this corporation shall be indemnified for expenses and costs actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such director or officer.

2. As used herein, the term "expenses and cost" shall include, but shall not necessarily be limited to, attorneys' fees

and amounts of judgments against, and amounts paid in settlement by or on behalf of any such director or officer, other than amounts paid to the corporation itself; provided, however, that no such director or officer shall be so indemnified; (1) with respect to any matter as to which such director or officer shall, in any such action, suit or proceeding be adjudged to be liable for actual and personal misconduct in the performance of his duties as a director or officer; or (2) in the event of a settlement of any claim, action, suit or proceeding, unless (a) such settlement shall, with knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such action, suit, or proceedings; or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the board of directors, to the effect that there is no reasonable ground of liability for misconduct on the part of such director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit, or proceeding to a final conclusion.

3. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law.

ARTICLE IX.

The private property of all directors and officers of this corporation shall be wholly exempt from liability for any and all debts, obligations and liabilities of this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands, this 13th day of May, 1976.

INCORPORATORS:

William X. Coats
William X. Coats

John O. Langdon
John O. Langdon

Harry B. Watters
Harry B. Watters

THE STATE OF TEXAS }
COUNTY OF HARRIS }

I, Susan R. Dolan, a Notary Public, do hereby certify that on this 13th day of May, 1976, personally appeared before me William M. Coats, John O. Lengdon, and Harry B. Watters, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

(SEAL)



Susan R. Dolan
NOTARY PUBLIC in and for
HARRIS COUNTY, T E X A S
My Commission Expires 6-26-77

Susan R. Dolan
Printed Name of Notary Public