



# The State of Texas

SECRETARY OF STATE

CERTIFICATE OF RESTATED ARTICLES  
OF INCORPORATION  
OF


TEXAS LIONS LEAGUE FOR CRIPPLED CHILDREN, INC.

The undersigned, as Secretary of State of Texas, hereby certifies that Restated Articles of Incorporation of the above corporation duly executed pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Restated Articles of Incorporation and attaches hereto a copy of the Restated Articles of Incorporation.

Dated: September 21, 1994



<sup>YD</sup>  
Secretary of State

RESTATED ARTICLES OF INCORPORATION

FOR

TEXAS LIONS LEAGUE FOR CRIPPLED CHILDREN, INC.

FILED  
In the Office of the  
Secretary of State of Texas

SEP 21 1994

Corporations Section

ARTICLE I

Texas Lions League for Crippled Children, Inc., pursuant to the provisions of Article 4.06 of the Texas Non-Profit Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy its Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth, and which contain no other change in any provision thereof.

ARTICLE II

The Articles of Incorporation of the corporation are amended by the Restated Articles of Incorporation as follows:

- A. Article Second is amended in part to clarify the purposes of the corporation and to delete therefrom the language regarding the dissolution of the corporation.
- B. Article Third is amended to set forth the principal office and the post office address of the corporation.
- C. Article Fifth is amended in part to provide that the persons listed therein were the initial and founding incorporators and directors of the corporation.
- D. Article Sixth is amended in part to delete the first sentence thereof.
- E. New Articles Seventh through Sixteenth are added that shall read in their entirety as provided in the Restated Articles of Incorporation set forth in Article IV hereof and that shall: (i) provide that the Board of Directors shall be the governing body of the corporation, provide that the number of directors of the corporation shall be determined in the manner provided in the Bylaws of the corporation and list the

current directors and their addresses; (ii) prohibit the assets of the corporation from inuring to the benefit of any private individual; (iii) provide that the corporation shall not engage in political activities, and shall not engage in legislative activities except as provided in Section 501(h) of the Internal Revenue Code; (iv) provide that, if the corporation should ever be deemed to be a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, it shall not take any action which would subject it to the excise taxes imposed by Subchapter A of Chapter 42 of such Code; (v) provide that the corporation shall have no members with voting rights; (vi) provide for the distribution of the assets of the corporation in the event of its dissolution; (vii) provide for the maximum indemnification of the officers and directors of the corporation that is permitted under Texas law; (viii) provide for the maximum limitation of the liability of the directors of the corporation to the corporation and its members that is permissible under Texas law; (ix) provide that the power to amend the Articles of Incorporation and By-Laws of the corporation shall be vested in its Board of Directors; and (x) list the current registered agent and registered office of the corporation.

### ARTICLE III

The corporation has no members with voting rights. Each amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such Restated Articles of Incorporation, including each such amendment, were duly adopted by at least a majority of the directors of the corporation in office at a meeting held on August 6, 1994, at which a quorum was present.

#### ARTICLE IV

The Articles of Incorporation of Texas Lions League for Crippled Children, Inc., a Texas nonprofit corporation, and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof, as amended as set forth above:

NO. 17 98575

CHARTER OF  
TEXAS LIONS LEAGUE FOR CRIPPLED CHILDREN, INC.  
KERRVILLE, TEXAS

CAPITAL STOCK	<u>\$ None</u>
FILING FEES	<u>\$ 10.00</u>
FRANCHISE TAX	<u>EXEMPT</u>
EXISTENCE	<u>Perpetual</u>
SHARES	<u>None</u>
PAID IN	<u>None</u>

FILED IN THE OFFICE OF

Secretary of State

This 4th Day of April, 1949

Amended this 30th Day of April, 1991  
Amended this 3rd Day of August, 1991

LEDGER NO. EXEMPT

RESTATED ARTICLES OF INCORPORATION  
OF  
TEXAS LIONS LEAGUE FOR CRIPPLED CHILDREN, INC.

FIRST

The name of the corporation is Texas Lions League for Crippled Children, Inc.

SECOND

The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (herein collectively called the "Code"). Within the scope of the foregoing purposes, and not by way of limitation thereof, the corporation is organized and operated to support, maintain and conduct, without charge, a children's camp, wherein children with physical disabilities from all parts of the State may receive supervised rehabilitation training; to support, maintain and conduct, without charge, a diabetic children's camp, wherein diabetic children from all parts of the State may receive counseling and supervised medical and health training; to conduct educational programs for senior citizens; and to conduct other similar charitable activities not inconsistent with its primary purposes, as may be determined by its Board of Directors. This corporation will be supported and maintained through charitable gifts, grants, and donations of both personal and real property for the conducting of these charitable undertakings; no person, firm, or corporation shall ever receive any profit or dividend from said corporation. The corporation hereby pledges its assets and properties for use in performing its exempt functions.

THIRD

The principal office of the corporation shall be located on its 500 acre tract of land situated about two and one-half miles southeast of the City of Kerrville, Texas. The post office address of the corporation shall be P. O. Box 247, Kerrville, Texas.

FOURTH

The period of its duration is perpetual.

FIFTH

The names and cities of residence of the founding incorporators and directors of the corporation are as follows:

<u>Name</u>	<u>Residence</u>
W.R. Rutherford	Dumas, Texas
Schley Riley	Big Spring, Texas
Jack Wiech	Brownsville, Texas
Pat Jackson	Nacogdoches, Texas
Reagan Smith	Conroe, Texas
Virgil Minear	Hallettsville, Texas
J.I. Moore	Kerrville, Texas

SIXTH

The corporation is and is to continue to be without capital stock and has no intention of having capital stock.

SEVENTH

The Board of Directors of the corporation (herein sometimes called the "Board") shall be the governing body of the corporation. The number of directors of the corporation shall not be less than three (3). The number of directors to serve at any one time shall be determined in the

manner provided in the Bylaws of the corporation. The number of directors constituting the present Board of Directors is eighty-seven (87) and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
S.R. Cully	P. O. Box 1263 Nederland, Texas 77627
John Kendrick	2909 Michael Lane Mineral Wells, Texas 76067
Charles Conner	1713 Southgate Brownwood, Texas 76801
Kevin Dinnin	8600 Wurzbach, Suite 1202 San Antonio, Texas 78240-4333
George Conner	3607 Merrick Houston, Texas 77025
Robert Lorenc	5309 West 42nd Amarillo, Texas 79102
Gary Billingsley	116 Star Hereford, Texas 79045
Jay V. Vinyard	3509 Huntington Amarillo, Texas 79109
C. A. McCown	4503 El Paso Snyder, Texas 79549
Paul R. Ellis	5426 16th Street Lubbock, Texas 79416
Glen Pickett	8317 Hopewell El Paso, Texas 79925
Carlos Ayub	401 Lisbon El Paso, Texas 79904
W. F. Roberts	3722 North Jackson Avenue Odessa, Texas 79762



Charles Gibson	1306 Morningside Graham, Texas 76450
John Herod	Route 7, Box 138 Abilene, Texas 79605
Loren Maples	507 4th Street Graham, Texas 76450
Charles Brinkley	6525 Woodcreek Lane Fort Worth, Texas 76180
Gene Wall	608 South Depot Whitesboro, Texas 76273
Don Johnson	3820 Malden Lane Dallas, Texas 75216
Dale Massey	2002 Shenandoah Carrollton, Texas 75007
Tina Howard	2317 Ravenwood Drive Grand Prairie, Texas 75050
Dale Halyard	Route 1, Box 600 Bogata, Texas 75417
Ray B. Ashlock	2041 N. Franklin Bonham, Texas 75418-2540
Frank Edwards	Route 1, Box 238 Hughes Springs, Texas 75656
Ford Harmon	305 Goodnight Drive Killeen, Texas 76541
Charles Easterwood	P.O. Box 954 Fairfield, Texas 75840
Ken Schroeder	104 Jo Betsy China Springs, Texas 76633
Henry Goulet	3411 Sentinel Midland, Texas 79703

Paul Palmer	403 Monte Vista Dr. Early, Texas 76801-8429
Vernon Shock	1505 West Illinois Midland, Texas 79701
Michael Rourke	3202 Laura Lane San Antonio, Texas 78228
Roland Keller	14111 Parksite Woods San Antonio, Texas 78249
Wesley Caple	409 Miramar Place Corpus Christi, Texas 78411
Glynn Kaigler	118 7th Street Portland, Texas 78374
Willie Wimer	P.O. Box 505 Brookeland, Texas 75031-0505
Harold Yost	1306 Brookwood Lufkin, Texas 75901
Jack Rafferty	Route 1, Box 400E Hempstead, Texas 77445
Fred Wuensche	10611 Hat Houston, Texas 77099-4503
Bill Daniels	714 Oakwood Loop San Marcos, Texas 78666
L. B. Hardin	508 McDade Road Elgin, Texas 78621
Richard E. Ishmael	3701 17th Street North Texas City, Texas 77590
Charles Dentler	1908 North Laurent, Suite 320 Victoria, Texas 77901-5458
W. D. Golding	2815 Frostwood Circle Dickinson, Texas 77539

Lee Boyd Montgomery	#8 Governor Ireland Park Seguin, Texas 78155
Ray Criswell	206 Red Bud P.O. Drawer C Bryan, Texas 77801
J. L. Akridge	1611 Mimosa Georgetown, Texas 78626
Albert W. Brown	P.O. Box 940 Sherman, Texas 75090
Marshall Cooper	P.O. Box 5898 Beaumont, Texas 77706
Roy N. Davis	P.O. Box 416 Weslaco, Texas 78596
Garvis D. Gilbert	Route 1, Box 247 Scroggins, Texas 75480
Everett J. Grindstaff	Box 269 Ballinger, Texas 76821
Fred Hamilton	18000 Hopfe Road Hockley, Texas 77447
J. L. McPherson	3745 Plumb Houston, Texas 77005
F. Ray McLaughlin	1007 E. Ave. A Alpine, Texas 79830
E. H. Munger	626 Ringwood Street Spring, Texas 77373
Charles W. Philipp	P.O. Box 1890 Pearland, Texas 77588
R. E. Price	965 Goodhue Road Beaumont, Texas 77706-6229
Fred Stokes	P.O. Box 8714 Ennis, Texas 75120-8714

James Ward	8400 Blanco Road, Suite 102 San Antonio, Texas 78216
James H. Wheeler, Jr.	1290 S. Willis St., #109 Abilene, Texas 79605
Raymond White	P.O. Drawer 1033 Hereford, Texas 79045
Jack Wiech	83 Creekbend Brownsville, Texas 78521
David Kahlich	Box 665 Weimar, Texas 77025
Sid Shaw	P. O. Box 1033 Hereford, Texas 79045-1033
Ronnie Smith	Rt. 1, Box 223 Sudan, Texas 79371
Jesse Williams	210 Madison Wichita Falls, Texas 76304
Jose Rodriguez	2216 Daisy Lane Fort Worth, Texas 76111
Brian Whitenack	131 Garfield Longview, Texas 75602
Jim Wilks	1905 Lakeview Sweetwater, Texas 79556
Raymond Meza	209 Far Hills Del Rio, Texas 78840
Bubba Hirsch	P. O. Box 1129 Trinity, Texas 75862
Glen Judah	115 Maple Drive Conroe, Texas 77301-1742
Charles Hampton	103 Westhaven Dr. Austin, Texas 78746

Glenn Portis	608 Clinton Cuero, Texas 77954
Kenneth Currens	P. O. Box 172 San Felipe, Texas 77473
Fred Klanke	4650 No. Central Avenue Brownsville, Texas 78521
Robert Becker	1206 East Harris Brownfield, Texas 79316
Leo Blythe	20 Royal Place Circle Odessa, Texas 79762
Billy Graham	2013 Ashland Gainesville, Texas 76240
Barbara Babcock	P. O. Box 751584 Dallas, Texas 75275
Gilbert Gatlin	P. O. Box 98 Streetman, Texas 75859
Ken Riley	102 Laurel Lane Universal City, Texas 78148
Dan C. Gerlach	310 Stacie Mission, Texas 78572
Ed Field	3016 Tipps Nederland, Texas 77627
Ernest Pate	13618 E. Hardy Road Houston, Texas 77039-2825
Dennis Heitkamp	1970 Oso Arryo New Braunfels, Texas 78132
Ronald Gay	2802 Wilderness College Station, Texas 77840

#### EIGHTH

No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes.

#### NINTH

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as provided by Section 501(h) of the Code), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### TENTH

Notwithstanding any other provision of these Articles of Incorporation, if this corporation shall be, or shall be deemed to be, a private foundation as described in Section 509(a) of the Code, then (a) the income of the corporation for each taxable year must be distributed at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code; and (b) the corporation is expressly prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code and from making any taxable expenditures as defined in Section 4945(d) of the Code.

#### ELEVENTH

The corporation shall have no members with voting rights. The classes of members of the corporation and the rights and obligations of each class shall be set forth in the By-Laws of the corporation.

#### TWELFTH

In the event the corporation is dissolved, after all liabilities and obligations of the corporation are paid or provision is made therefor, the Board of Directors of the corporation shall adopt a plan for the distribution of the remaining assets of the corporation to or for the benefit of one or more organizations which are organized and operated exclusively for charitable or educational purposes and which are exempt from federal income tax under Section 501(c)(3) of the Code and have purposes similar to those of the corporation. Any of such assets not so disposed of shall be disposed of by the Probate Court of the county in which the principal office of the corporation is then located, exclusively for such purposes. No director or officer of the corporation and no private individual will be entitled to share in the distribution of any assets of the corporation in the event of its dissolution.

#### THIRTEENTH

The corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a claim, action, suit or similar proceeding because the person (i) is or was a director or officer of the corporation or (ii) while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sold proprietorship, trust, employee benefit plan or other

enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended. In the event of the settlement of any claim, action, suit, or similar proceeding in which such director or officer of the corporation is involved, he shall be indemnified by the corporation if, and only if, (a) the corporation shall be advised by independent counsel that indemnification of such director or officer is appropriate under the circumstances, and (b) the Board of Directors or the Executive Committee of the corporation at any regular or special meeting shall approve such settlement. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of such person's heirs, executors, administrators and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of directors, agreement or otherwise. The corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained in this Article to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The corporation may purchase and maintain insurance or a similar arrangement (including, but not limited to, a letter of credit, guaranty or surety arrangement) on behalf of any person who is serving the corporation (or another entity at the request of the corporation) against any liability asserted against such person and incurred by such person in such a capacity or arising out of status as such a person, whether or not the corporation would have the power to indemnify such person against the liability under this Article or by statute. Notwithstanding the other provisions of this



Article, the corporation may not indemnify or maintain insurance or a similar arrangement on behalf of any person if such indemnification or maintenance of insurance or similar arrangement would subject the corporation to income or excise tax under the Code.

#### FOURTEENTH

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for any act or omission in such director's capacity as a director, except that this Article does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for: (i) a breach of the director's duty of loyalty to the corporation; (ii) 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; (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute. The foregoing elimination of liability to the corporation and its members shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of the Articles of Incorporation or By-Laws of the corporation, contract or agreement, vote of directors, principle of law or otherwise. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the corporation is not personally liable as set forth in the foregoing provisions of this Article, the liability of a director shall be eliminated to the full extent permitted by any amendment to the Texas Miscellaneous

Corporation Laws Act or the Texas Non-Profit Corporation Act hereafter enacted that further eliminates or permits the elimination of the liability of a director.

FIFTEENTH

The power to adopt, amend or repeal the By-Laws of the corporation and the power to amend or restate these Articles of Incorporation shall be vested in its Board of Directors.

SIXTEENTH

The street address of the registered office of the corporation is 4100 San Antonio Highway, Kerrville, Texas 78028, and the name of its registered agent at such address is Dwight Evans.

IN WITNESS WHEREOF, these Restated Articles of Incorporation have been executed on this 14 day of September, 1994, by the undersigned officer, thereunto duly authorized.

TEXAS LIONS LEAGUE FOR CRIPPLED  
CHILDREN, INC.

By: John Kendrick  
John Kendrick, President



**Office of the Secretary of State**

**CERTIFICATE OF AMENDMENT  
OF**

**TEXAS LIONS LEAGUE FOR CHILDREN, INC.  
9857501**

[formerly: TEXAS LIONS LEAGUE FOR CRIPPLED CHILDREN, INC.]

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of amendment for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Amendment.

Dated: 07/12/2004  
Effective: 07/12/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor  
Secretary of State

JUL 12 2004

**ARTICLES OF AMENDMENT  
TO RESTATED ARTICLES OF INCORPORATION OF  
TEXAS LIONS LEAGUE FOR CRIPPLED CHILDREN, INC.** Corporations Section

Pursuant to the provisions of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following *Articles of Amendment* to its *Restated Articles of Incorporation* filed on September 21, 1994, as follows:

**ARTICLE ONE**

The name of the corporation is **TEXAS LIONS LEAGUE FOR CRIPPLED CHILDREN, INC.**

**ARTICLE TWO**

Article First of the *Restated Articles of Incorporation* is amended to read as follows:

The name of the corporation is **TEXAS LIONS LEAGUE FOR CHILDREN, INC.**

**ARTICLE THREE**

Article Second of the *Restated Articles of Incorporation* is amended to read as follows:

The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United State Internal Revenue law or laws (herein collectively called "Code"). Within the scope of the foregoing purposes, and not by way of limitation thereof, the corporation is organized and operated to support, maintain and conduct, without charge, a camp for children with physical and medical disabilities who reside in Texas; to lease facilities to mission oriented organizations; and to conduct other similar charitable activities not inconsistent with its primary purposes, as may determined by its Board of Directors. This corporation will be supported and maintained through charitable gifts, grants and donations of both personal and real property for the conducting of these charitable undertakings. No person, firm or corporation shall ever

receive profit or dividend from said corporation. The corporation hereby pledges its assets and properties for use in performing its exempt functions.

#### ARTICLE FOUR

The corporation has no members entitled to vote on these *Articles of Amendment*. The amendments to the *Restated Articles of Incorporation* were adopted at a meeting of the Board of Directors held on August 2, 2003. The amendments received the vote of a majority of the directors in office.

The undersigned, authorize officers of the Corporation execute these *Articles of Amendment* on behalf of the corporation on this 5th day of June, 2004

TEXAS LIONS LEAGUE FOR CRIPPLED  
CHILDREN, INC.

By: Paul Palmer  
PAUL PALMER, President

Attest:

Ken Gleason  
KEN GLEASON, Secretary



## Office of the Secretary of State

### CERTIFICATE OF AMENDMENT OF

TEXAS LIONS CAMP, INC.  
9857501

[formerly: TEXAS LIONS LEAGUE FOR CHILDREN, INC.]

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Amendment.

Dated: 12/08/2008

Effective: 12/08/2008



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

**ARTICLES OF AMENDMENT  
TO RESTATED ARTICLES OF INCORPORATION OF  
TEXAS LIONS LEAGUE FOR CRIPPLED CHILDREN, INC.**

Pursuant to the provisions of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following *Articles of Amendment to its Restated Articles of Incorporation* filed on September 21, 1994, as follows:

**ARTICLE ONE**

The name of the corporation is **TEXAS LIONS LEAGUE FOR CHILDREN, INC.**

**ARTICLE TWO**

Article First of the *Restated Articles of Incorporation* is amended to read as follows:

The name of the corporation is **TEXAS LIONS CAMP, INC.**

**ARTICLE THREE**

The corporation has no members entitled to vote on these *Articles of Amendment*. The amendments to the *Restated Articles of Incorporation* were adopted at a meeting of the Board of Directors held on August 2, 2008. The amendments received the vote of a majority of the directors in office.

The undersigned, authorized officer of the Corporation, executes these *Articles of Amendment* on behalf of the corporation on this 24<sup>th</sup> day of October, 2008.

**TEXAS LIONS LEAGUE FOR CHILDREN, INC.**

By: Ken Gleason

**Ken Gleason, President**