

SAMPLE ARTICLES OF INCORPORATION

XYZ BOOSTER CLUB, INC.

ARTICLE I

The name of the corporation is XYZ BOOSTER CLUB, INC.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purposes and objects of the corporation are exclusively charitable and educational and are to seek, cultivate and obtain revenues to be used for developing and expanding educational opportunities for youths. The corporation is empowered to solicit, obtain, accept and receive gifts, donations, legacies and contributions, covering both real property and personal property, for the endowment of the Corporation and for its operations; to execute any and all contracts for the essential needs of the corporation and for the purpose of carrying out its objects and purposes; and to do all other lawful acts necessary or desirable to carry out its purposes; provided, however, that the corporation shall take no action inconsistent with the Texas Non-Profit Corporation Act or Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

ARTICLE V

The street address of the initial registered office of the corporation is _____, San Antonio, Texas _____, and the name of its initial registered agent at such address is _____.

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the corporation is _____ and the names and addresses of the persons who are to serve as the initial Directors are as follows:

ARTICLE VII

The corporation shall have no voting members.

ARTICLE VIII

The name and address of the corporation's incorporators are:

ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, if any, 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, above. 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 provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a Texas non-profit corporation; (b) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (c) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the

Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X

Upon dissolution of the corporation, 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 as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific 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 the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the State District Court 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 purpose.

IN WITNESS WHEREOF, the undersigned hereby execute these Articles of Incorporation effective the _____ day of _____, 199_.

Incorporator

Incorporator

Incorporator

THE STATE OF TEXAS

COUNTY OF BEXAR

I, _____, a notary public, do hereby certify that on this _____ day of _____, 199_, personally appeared before me, _____, who being by me first duly sworn, declared that he/she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Notary Public, State of Texas

Printed Name: _____

My Commission Expires: _____

THE STATE OF TEXAS §

COUNTY OF BEXAR §

I, _____, a notary public, do hereby certify that on this _____ day of _____, 199_, personally appeared before me, _____, who being by me first duly sworn, declared that he/she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Notary Public, State of Texas

Printed Name: _____

My Commission Expires: _____

THE STATE OF TEXAS §

COUNTY OF BEXAR §

I, _____, a notary public, do hereby certify that on this _____ day of _____, 199_, personally appeared before me, _____, who being by me first duly sworn, declared that he/she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Notary Public, State of Texas

Printed Name: _____

My Commission Expires: _____

BYLAWS

OF

XYZ BOOSTER CLUB, INC.

ARTICLE I: THE CORPORATION

Section 1.1 Name. The name of the corporation is XYZ Booster Club, Inc. The Corporation is organized as a non-profit corporation under the provisions of the Texas Non-Profit Corporation Act, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 1.2 Purpose. The Corporation's operations shall be confined exclusively to the charitable and educational purposes set forth in the Articles of Incorporation of this Corporation. No part of the funds or property of this Corporation shall inure to the benefit of any officer or director or member of the Corporation upon dissolution.

Section 1.3 Members. The Corporation shall have no voting members. The Corporation shall have non-voting members at the discretion of the Board of Directors of the Corporation. Any action which would otherwise require approval by the members shall require only approval of the Board of Directors.

ARTICLE II: BOARD OF DIRECTORS

Section 2.1 Number; Quorum. The number of Directors, excluding ex-officio Directors, shall be five. A majority of non ex-officio Directors (hereinafter "Directors") must be present in person (not by proxy) to constitute a quorum at any meeting of Directors. Directors may vote by proxy.

Section 2.2 Ex-Officio Directors. The following two persons shall be ex-officio Directors of the Corporation: (i) the Superintendent of North East Independent School District (the "District"); and (ii) the Principal of _____ High School. The Corporation shall take no action of which either ex-officio Director disapproves.

Section 2.3 Term; Election. By lot, the initial Directors shall designate three Directors to serve one year terms, and two Directors to serve two year terms. Thereafter, the term of each Director shall be two years, resulting in a staggered Board of Directors. The terms expiring in any given year shall expire at the end of the regular meeting of the Directors held in _____ of that year (or if no meeting is held in such month, the first meeting held thereafter). Elections for successor Directors shall be held at such meeting, and all Directors present shall be entitled to vote during the election for successor Directors.

Section 2.4 Duties. The Directors shall have general supervision of all of the affairs of the Corporation and, in particular, shall have responsibility for the designation of the use of funds or other assets delivered to it. Any gift, grant, or conveyance to the Corporation may be accepted by the Directors (unless such gift, grant or conveyance is conditional, and all such conditional gifts must be expressly approved by the Directors at a duly noticed and quorumed Directors' meeting).

Section 2.5 Regular Meetings. A regular meeting of the Board of Directors shall be held without notice, other than the notice given by this Bylaw, annually at 10 o'clock A.M. local time on the third Saturday in _____ of each year at the principal office of the Corporation. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without notice other than such resolution.

Section 2.6 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President of the Corporation or any two Directors. The person or persons requesting a special meeting may fix the date and time of such meeting and such meeting shall be held at the principal office of the Corporation, unless another place is designated by the President.

Section 2.7 Notice. Notice of any special meeting shall be given at least three (3) days previous thereto by written notice delivered personally or mailed to each Director at the last known business address as set out in the records of the Corporation. If mailed, such notice shall be deemed to be delivered two days after the same is deposited in the United States certified mail, properly addressed, postage prepaid, and return receipt requested.

Section 2.8 Removal. A non ex-officio Director may be removed at any time and for any reason or no reason by formal action of the Board of Directors at a duly noticed and quorumed Directors' meeting.

ARTICLE III: OFFICERS

Section 3.1 Number. The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof, if any, to be determined by the Board of Directors), a Treasurer, and a Secretary, and such assistant treasurers, assistant secretaries or other officers as may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person, except the President and Secretary shall not be the same person.

Section 3.2 Appointment and Term of Office. All officers of the Corporation shall be elected annually by the Board of Directors at the same meeting at which Directors are elected. A vacancy in any office may be filled by the majority vote of those Directors present at any duly noticed and quorumed meeting of the Board of Directors.

Section 3.3 Duties. The officers of the Corporation shall perform such duties as may be prescribed by the Board of Directors, and shall perform such other duties as are customarily performed by persons holding such offices, insofar as such duties are consistent with their duties as prescribed by the Directors.

Section 3.4 Removal. Any one or more of the officers of the Corporation may be removed at any duly noticed and quorumed regular or special meeting of the Board of Directors by resolution adopted by a majority of the Directors present, and the Directors at such meeting or at any Directors' meeting held thereafter may elect such officers' successors.

ARTICLE IV: SEAL

The Corporation may have a seal at the discretion of the Board of Directors but the imprint of a seal shall not be required to evidence acts of the Corporation.

ARTICLE V: MATTERS NOT COVERED BY BYLAWS

AND ARTICLES OF INCORPORATION

The Provisions of the Texas Non-Profit Corporation Act, Article 1396 of the Texas Revised Civil Statutes, shall apply to all matters not specifically mentioned in the Articles of Incorporation or in the Bylaws of this Corporation, insofar as said provisions are not inconsistent with the Articles of Incorporation and these Bylaws. The Corporation shall take no action inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, and the regulations promulgated thereunder.

ARTICLE VI: DIRECTORS' CONSENT

Any action required or permitted to be taken by the Board of Directors under these Bylaws or applicable law may be taken (i) by the unanimous written consent of all of the non ex-officio Directors of the Corporation in lieu of a Directors' meeting and (ii) by telephone conference so long as (a) all Directors were duly notified of the conference (b) at least a quorum of Directors are present by telephone at such conference, and (c) all Directors present at such conference can hear each other.

ARTICLE VII: AMENDMENT OF BYLAWS

These Bylaws may be amended only by a vote of a majority of the non ex-officio Directors of the Corporation then in office at a duly noticed and quorumed Directors meeting.

SECRETARY'S CERTIFICATE

I, the undersigned, the duly elected and acting Secretary of XYZ Booster Club, Inc. (the "Corporation"), a Texas non-profit corporation, do hereby certify that the foregoing Bylaws are the Bylaws of the Corporation, as duly adopted by the Board of Directors of the Corporation effective the _____ day of _____, 199_.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of such date.

_____, Secretary of XYZ Booster Club, Inc.

XYZ BOOSTER CLUB, INC.

CONSENT OF DIRECTORS

(Organizational Meeting)

The undersigned, being all of the non ex-officio Directors of XYZ Booster Club, Inc. (the "Corporation"), a Texas non-profit corporation, acting by written consent in lieu of an organizational meeting pursuant to the provisions Article 9.10 of the Texas Non-Profit Corporation Act, do hereby take the following action and adopt the following resolutions:

The Directors have been informed that the Articles of Incorporation of the Corporation have been filed, that the Certificate of Incorporation has been issued, and that the Corporation's corporate existence began on _____, 199_____.

The Board of Directors hereby adopts the Bylaws of XYZ Booster Club, Inc., a copy of which is to be certified by the Secretary of the Corporation and filed in the corporate minute book.

The Board of Directors elects the following named persons to serve as officers of the Corporation until their successors have been elected and qualified, and subject to the provisions of the Bylaws, each such officer to have and perform such duties as may be from time to time prescribed by the Board of Directors:

_____ President

_____ Vice President

_____ Secretary

_____ Treasurer

The Board of Directors authorizes and ratifies the opening of a bank account in the name of and on behalf of the Corporation, and adopts resolutions for such purpose, copies of which shall be kept in the corporate minute book. The signature of any officer of the Corporation shall be required on all checks drawn on this account.

The Board of Directors adopts the following resolutions:

1. RESOLVED, that the fiscal year of the Corporation shall be that chosen by the treasurer.
2. RESOLVED, that the officers of the Corporation are hereby authorized and directed to take whatever steps they deem necessary or desirable to file an "Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code" with the Internal Revenue Service, and to report to the Corporation's Board of Directors on all progress made on such Application.
3. RESOLVED, that the officers of the Corporation are hereby authorized and directed to contact the Texas Comptroller of Public Accounts [800/252- 5555] for the following purposes:(i) to establish a Texas tax identification number for the Corporation; (ii) to apply for exemptions from the Texas franchise tax; and (iii) to apply for exemptions from the Texas sales tax for certain qualifying items which shall be purchased by the Corporation from time to time.
4. RESOLVED, that the officers of the Corporation are hereby authorized and directed to obtain a copy of the Booster Club Guidelines issued by the University Interscholastic League, Division of Continuing Education, The University of Texas at Austin [512/471- 5883] and to take appropriate steps to ensure that the Corporation shall conduct its business in a manner consistent with such Booster Club Guidelines.
5. RESOLVED, that the officers of the Corporation are hereby authorized and directed to commence the business of the Corporation.

This Consent of Directors may be executed in counterparts, each of which shall be effective, and all of which, when taken together, shall constitute one and the same original.

DATED and EFFECTIVE the _____ day of _____, 199__.

