

**ARTICLES OF INCORPORATION
OF
TEXAS AEROSPACE EDUCATION FOUNDATION**

A Texas Nonprofit Corporation

The undersigned, being natural persons over the age of twenty-one years, acting as incorporators of a nonprofit Corporation pursuant to articles 1396-3.02 and 1396-3.03 of the Texas Revised Non-profit Corporation Act (hereinafter referred to as the "Act"), hereby adopt the following Articles of Incorporation pursuant the Act for such nonprofit corporation.

ARTICLE I

NAME

The name of the non-profit corporation is **TEXAS AEROSPACE EDUCATION FOUNDATION, INC.** (hereinafter referred to as the "Non-Profit Corporation").

ARTICLE II

DEFINITIONS

Except as otherwise provided herein or as may be required by the context, the terms contained in these Articles of Incorporation (hereinafter referred to as the "Declaration"), shall have the defined meanings provided in the Act.

ARTICLE III

DURATION

The Non-Profit Corporation shall exist perpetually or until dissolved pursuant to law.

ARTICLE IV

PURPOSES

The Non-Profit Corporation is organized:

(a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Texas and as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and to act and operate as a public benefit, educational, scientific, and charitable organization in (i) furthering aerospace education, awareness, and excellence in Texas; (ii) financially supporting aerospace education in the State of Texas; (iii) increasing public awareness of aerospace power; (iv) maintaining an affiliation with the Texas Air Force Association ("AFA-Texas") and furthering its objectives and policies; and (v) providing charitable support for these purposes by providing grants and

scholarships for aerospace related studies and sponsoring aerospace events for educators and students.

(b) To engage in any and all lawful activities and pursuits to support or assist such other organizations as may be reasonably related to the foregoing and following purposes.

(c) To engage in any and all other lawful purposes, activities and pursuits which are substantially similar to the foregoing, and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Act, as may be amended and supplemented.

(d) To solicit and receive charitable gifts, grants, and contributions and disburse the same for the above-stated purposes; to purchase, own and sell real and personal property; to make contracts, invest corporate funds, spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the charitable, educational, and scientific purposes mentioned herein.

Notwithstanding the foregoing enumerated purposes:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein.

(b) 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 except as authorized under the Internal Revenue Code of 1954, as amended.

(c) The corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended and supplemented.

ARTICLE V

POWERS

Subject to the purposes declared in Article IV above and any limitations herein expressed, the Non-Profit Corporation shall have and may exercise the power to do any and all things that a nonprofit corporation entitled to exemption pursuant to Section 501 (c)(3) of

the Internal Revenue Code of 1954, as amended, may now or hereafter do under the laws of the State of Texas.

ARTICLE VI

MEMBERSHIP

The Non-Profit Corporation shall not have any class of members or stock.

ARTICLE VII

REGISTERED OFFICE

The address of the initial registered office of the Non-Profit Corporation is:

Texas Aerospace Education Foundation
c/o David A. Dietsch
4708 El Salvador Court
Arlington, TX 76017-2621

ARTICLE VIII

BOARD OF TRUSTEES

The affairs of the Non-Profit Corporation shall be managed by a Board of Trustees, consisting of not less than five (5) Trustees as prescribed by the Bylaws. The number of Trustees constituting the initial Board of Trustees shall be five (5). The names and addresses of the individuals who are to serve on the initial Board of Trustees until the first annual meeting of the Non-Profit Corporation and until the successors of such Trustees are elected and shall qualify are as follows:

ARTICLE IX

MANAGER

The Board of Trustees may by written contract delegate to a professional management organization or individual some of its managerial duties, responsibilities, functions and powers as are properly delegable.

ARTICLE X

BYLAWS, RULES AND REGULATIONS

The Board of Trustees may adopt, amend, repeal and enforce Bylaws and reasonable rules and regulations governing the operation of the Non-Profit Corporation and the operation and use of the Project, to the extent that the same are not inconsistent with these Articles of Incorporation or the law.

ARTICLE XI

INCORPORATORS

The name and address of the incorporators of the Non-Profit Corporation are as follows:

Dennis Mathis
P.O. Box 8244
Greenville, TX 75404

Thomas J. Kemp
3608 Kimberly Lane
Fort Worth, TX 76133

Edward W. Garland
6610 Honey Hill
San Antonio, TX 78229

David A. Dietsch
4708 El Salvador Ct.
Arlington, TX 76017

Helen Seidel
11417 New Orleans
Frisco, TX 78205

ARTICLE XII

REGISTERED AGENT

The name of the initial registered agent of the Non-Profit Corporation is **David A. Dietsch**. The initial registered agent's address is **4708 El Salvador Court, Arlington, TX 76017-2621**. By executing these Articles of Incorporation, the initial registered agent accepts appointment as such.

ARTICLE XIII

AMENDMENTS

Except as otherwise provided by law, these Articles of Incorporation may be amended by Two-Thirds (2/3) of the Total Votes of the Board of Trustees.

ARTICLE XIV

DISTRIBUTIONS

(a) 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 persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in Article IV herein.

(b) 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.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Non-Profit Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or supplemented (or the corresponding provision of any future United States Internal Revenue law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended and supplemented.

No part of the net earnings of the Non-Profit Corporation shall inure to the benefit of, or be distributable to its Board of Trustees, Trustees, Officers, Members, or other private persons, except that the Non-Profit 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 Non-Profit Corporation

ARTICLE XIV

DISTRIBUTIONS

Upon dissolution of the Non-Profit Corporation, assets shall be distributed for on or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, 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 the District Court of the County in which the principal office of the Non-Profit 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

DATED this 8th day of August, 2003.

INCORPORATORS:

DENNIS MATHIS
Trustee

THOMAS J. KEMP
Trustee

EDWARD W. GARLAND
Trustee

HELEN SIEDEL
Treasurer

David A. Dietsch
Trustee

I HEREBY ACKNOWLEDGE AND ACCEPT APPOINTMENT AS CORPORATE REGISTERED AGENT:

VERIFICATION

STATE OF TEXAS)
 : ss.
COUNTY OF Tarrant)

On this _____ day of _____, 2002, Dennis Mathis, Thomas J. Kemp, Edward W. Garland, David A. Dietsch, and Helen Seidel personally appeared before me who, being by me duly sworn, did say that they are the Incorporators and the Initial Registered Agent of TEXAS AEROSPACE EDUCATION FOUNDATION, that they signed the foregoing Articles Of Incorporation OF TEXAS AEROSPACE EDUCATION FOUNDATION, as Incorporators and the Initial Registered Agent of such nonprofit corporation, that they have read the foregoing Articles of Incorporation, know the contents thereof and that the statements contained therein are true to the best of their knowledge, information, and belief.

NOTARY PUBLIC