

FEB 06 2004

ARTICLES OF INCORPORATION

OF

Corporations Section

NORTH & EAST LUBBOCK COMMUNITY DEVELOPMENT CORPORATION

(a non-profit corporation)

The undersigned, Gary Lawrence, being at least eighteen years of age, acting as incorporator, does hereby file the following Articles of Incorporation (the "Articles of Incorporation") of North & East Lubbock Community Development Corporation (the "Corporation") under the Texas Non-Profit Corporation Act (referred to as the "Act"):

ARTICLE I

The name of the corporation is North & East Lubbock Community Development Corporation.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to other organizations that qualify as exempt organizations under the terms of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its 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 herein. 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 of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt of federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(d)(2) of

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

#### **ARTICLE V**

Except as otherwise provided in these Articles of Incorporation, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to its directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

Subject to the limitations in the Articles of Incorporation, the Corporation shall have the authority to take any action it deems to be necessary, appropriate or convenient relating to the management of the Corporation, with the provision that the initial Bylaws (herein so called) shall be adopted by the initial Board of Directors (as hereinafter defined), which may add, amend, or repeal the Bylaws or adopt new bylaws. The Bylaws shall contain all definitions, rules and regulations necessary or proper for the implementation of the purposes of the Corporation and the provisions of these Articles of Incorporation.

#### **ARTICLE VI**

The corporation will have no members.

#### **ARTICLE VII**

The address of the current registered office of the corporation is 1625 13th Street, Lubbock, Texas, 79401, and the name of its current registered agent at such address is John E. Hall.

#### **ARTICLE VIII**

The qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the Bylaws of the Corporation. The initial Board of Directors shall consist of seven (7) persons. The names and addresses of the initial directors are:

1. Gary Lawrence      1301 Broadway, Suite 200, Lubbock, TX 79401
2. Frank Castaneda    5302 S. Avenue Q, Suite 21, Lubbock, TX 79413
3. Heenan Johnson    2204 Ithaca, Suite B, Lubbock, TX 79410
4. Esther Sepeda      1302 Main Street, Suite 301, Lubbock, TX 79401
5. Irasema Velasquez   7409 Toledo Avenue, Lubbock, TX 79424
6. Carolyn Conwright   1628 19<sup>th</sup> Street, Lubbock, TX 79401
7. Greg Garrison      116 E. 42<sup>nd</sup> Street, Lubbock, TX 79404
8. Randy Andrews      POB 65207, Lubbock, TX 79464

#### **ARTICLE IX**

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

#### **ARTICLE X**

A director is not liable to the corporation for monetary damages for an act or omission in the director's capacity as director, except to the extent otherwise provided by a statute of the State of Texas.

#### **ARTICLE XI**

The corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the corporation. As provided in the Bylaws, the Board of Directors shall have the power to define the requirements and limitations for the corporation to indemnify directors, officers, or others related to the corporation.

#### **ARTICLE XII**


Upon the 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, 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 District Court of the County in which the registered office of the corporation is then located, exclusively for such purposes or to such organization or organizations and operated exclusively for such purposes.

#### **ARTICLE XIII**

The name and street address of the incorporator is:

Gary Lawrence  
1301 Broadway, Suite 200  
Lubbock, TX 79401

IN WITNESS WHEREOF, I have hereunto subscribed my name this 3<sup>rd</sup>  
day of February, 2004.

  
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Gary Lawrence, Incorporator