



Office of the Secretary of State

**CERTIFICATE OF INCORPORATION
OF**

Texas Afterschool Association
Filing Number: 800071984

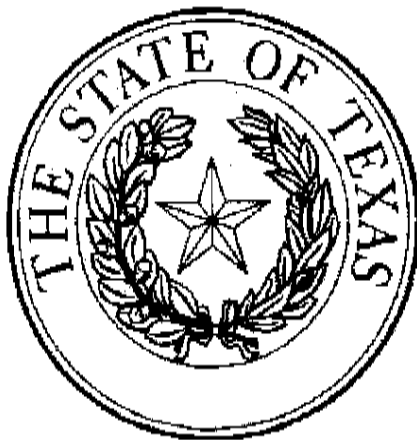
The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

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

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 04/05/2002

Effective: 04/05/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shca
Secretary of State

Office of the Secretary of State

April 09, 2002

Diane R. Chase
38 Brookhollow
Wimberley, TX 78676 USA

RE: Texas Afterschool Association
File Number: 800071984

It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

Corporations organized under the Texas Non-Profit Corporation Act do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to tax_help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Non-profit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in involuntary dissolution of the corporation. Additionally, a non-profit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its articles of incorporation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555
Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>
FAX(512) 463-5709

PHONE(512) 463-5555
Prepared by: Jean Marchione

TTY7-1-1

Form 202
(revised 6/01)

This space reserved for office use.



Return in Duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709
Filing Fee: \$25

**Articles of Incorporation
Pursuant to Article 3.02
Texas Non-Profit
Corporation Act**

FILED
In the Office of the
Secretary of State of Texas

APR 05 2002

Corporations Section

Article 1 - Corporate Name

The corporation formed is a non-profit corporation. The name of the corporation is as set forth below:

Texas Afterschool Association

The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 2 - Registered Agent and Registered Office (State and county of the corporation's principal office)

A. The initial registered agent is a corporation (cannot be corporation named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below.

First Name Dianne	M.I. R	Last Name Chase	Suffix Ms.
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C. The business address of the registered agent and the registered office address is:

Street Address 38 Brookhollow	City Wimberley	TX	Zip Code 78676
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Article 3 - Management of complete means A or B

A. Management of the affairs of the corporation is to be vested in the members of the corporation.

OR

B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below:

Director 1: First Name Dianne	M.I. R	Last Name Chase	Suffix Ms
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Street Address 38 Brookhollow	City Wimberley	State TX	Zip Code 78676
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Director 2: First Name Stacy	M.I. A	Last Name Quisenberry	Suffix Ms
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Street Address 5013 62nd Street	City Lubbock	State TX	Zip Code 79414
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Director 3: First Name Debora	M.I.	Last Name Degollado	Suffix Ms
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Street Address 10710 Nacogdoches	City San Antonio	State TX	Zip Code 78265
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Article 4 Organizational Structure

(You must select either A or B below.)

A: The corporation will have members. B: The corporation will not have members.

Article 5 Duration

The period of duration is perpetual.

Article 6 Purpose

The corporation is organized for the following purpose or purposes:

The Texas Afterschool Association is a non-profit association of diverse and committed members dedicated to ensuring access to quality "out-of-school" time programs for school-age children throughout Texas. The Association strives to accomplish this through professional development, networking opportunities, promotion of quality standards, access to resources, technical assistance, celebration of accomplishments and public awareness.

This corporation will be a non-profit organization in which no part of the organization's net earnings will inure to the benefit of private shareholder or individuals. The corporation will be organized and operated for the benefit of school-age children, their afterschool programs and those that seek to improve the quality and access to said programs throughout Texas.

Supplemental Provisions Information

Text Area

[The attached addendum are incorporated herein by reference.]

Incorporator

The name and address of the incorporator is set forth below.

Name

Dianne R. Chase

Street Address

38 Brookhollow

City

Wimberley

State

TX

Zip Code

78676

Effective Date of Filing

This document will become effective when the document is filed by the secretary of state.

OR

This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is

Exception

The undersigned incorporator signs these articles of incorporation subject to the penalties imposed by law for the submission of a false or fraudulent document.

Signature of Incorporator

**Form 202—General Information
(Articles of Incorporation—Non-Profit)**

The attached form is a standardized form designed to meet minimal statutory filing requirements pursuant to the relevant statutory provisions. *This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.*

- **Article 1—Corporate Name:** Provide a corporate name; the corporation name need not, but may contain an organizational ending such as “Corporation” or “Incorporated.” If the name chosen is the same as or deceptively similar to, or similar to the name of an existing corporation, limited partnership, or limited liability company, the document cannot be filed. The administrative rules adopted for determining entity name availability (Texas Administrative Code, Title 1, Part 4, Chapter 79, Subchapter C) may be viewed at www.sos.state.tx.us/tac/index.html. If you wish the secretary of state to provide a preliminary determination on “name availability,” you may call (512) 463-5555 or e-mail your name inquiry to corpinfo@sos.state.tx.us. **A final determination cannot be made until the document is received and processed by the secretary of state. Do not make financial expenditures or execute documents utilizing the name “pre-cleared.”** Also note that the pre-clearance of a name or the issuance of a certificate of incorporation under a name does not authorize the use of a name in violation of another person’s rights to the name.
- **Article 2—Registered Agent and Registered Office:** The registered agent can be either an individual resident of the state (Option B) or a Texas corporation or foreign corporation with a certificate of authority to transact business in Texas (Option A). The corporation however may not be designated to serve as its own registered agent. **A post office box is not sufficient as a registered office address unless the registered office is located in a town with a population of less than 5,000.**
- **Article 3—Management:** A non-profit corporation that has members may be managed by its members or by a board of directors. If the corporation is to be managed by a board of directors, complete option B. A minimum of three directors is required. A director must be a natural person; there are no residency requirements for directors.
- **Article 4—Organizational Structure:** A non-profit corporation may have one or more classes of members or be organized without members. The qualifications and rights of the members are generally set forth in the corporation’s by-laws. You must indicate in the articles of incorporation whether the corporation is to have members.
- **Article 6—Purpose:** Article 6 must contain a specific statement of a lawful purpose. A lawful purpose may be a charitable, benevolent, religious, patriotic, civic, missionary, educational, scientific, social, fraternal, athletic, or agricultural purpose; or the conduct of a professional, commercial, industrial or trade association. The secretary of state will not accept general language such as “any or all lawful purposes.” However, the secretary of state will accept the statement of purposes suggested by the Internal Revenue Service. Please note that this form cannot be used to form a corporation with a specialized non-profit purpose as authorized by a special state statute, such as a water supply corporation, cemetery corporation, or a cooperative.
- **Supplemental Provisions:** Additional space has been provided for additional text to an article within this form or to provide for additional articles to contain optional provisions. Please note that if the corporation is to be authorized upon its dissolution to distribute its assets in a manner other than the manner described in article 6.02(3) of the Texas Non-Profit Corporation Act (which refers in part to the

distribution of assets for tax-exempt purposes to organizations exempt under section 501(c)(3) of the Internal Revenue Code of 1986 and related statutes), the articles of incorporation must contain a statement describing the manner of distribution of the corporation's assets.

- **Incorporator:** Only one incorporator is required for the formation of a corporation. An incorporator may be a natural person 18 years of age or older, or any corporation, partnership, or other entity; there are no residency requirements for an incorporator.

- **Tax Exemption:** Corporations organized under the Texas Non-Profit Corporation Act DO NOT automatically qualify for exemption from federal and state taxes. Before granting a tax exemption, the Internal Revenue Service (IRS) requires that the articles of incorporation contain certain provisions. **This form does not contain the provisions required by the IRS.** If the corporation plans to seek federal tax exemption from the IRS, you may wish to obtain and review the sample language for these provisions contained in a publication called "Tax Exempt Status for Your Organization," IRS Publication 557. You may call the IRS at (800) 829-3676 for a copy of the publication or download the publication at the IRS web site at www.irs.ustreas.gov. Additional questions concerning exemption from federal income taxes should be directed to the IRS.

Non-profit corporations also are subject to state franchise taxes. If the corporation qualifies to be exempt, an application for exemption must be made to the Exempt Organizations Section, Comptroller of Public Accounts, Austin, Texas 78774-0100, (512) 463-4600 or (800) 252-1381. TDD: (800) 248-4099 or (512) 463-4621.

- **Effective Date:** Articles of incorporation become effective as of the date of filing by the secretary of state. However, pursuant to Article 10.07 of the Texas Non-Profit Corporation Act, the effectiveness of the articles of incorporation may be delayed as of a date not more than ninety (90) days from the date of filing with the secretary of state. Please note that upon the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective. In addition, at the time of such filing, the status of the entity will be shown as active on the records of the secretary of state.

- **Execution:** The incorporator must sign the articles of incorporation. Prior to signing, please read the statements on this form carefully. A person commits an offense under the Texas Business Corporation Act, the Texas Limited Liability Company Act or the Texas Non-Profit Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.

Payment and Delivery Instructions: Mail the completed form, together with the filing fee of \$25 to the address shown in the heading of the form. Personal checks and MasterCard, Visa, and Discover credit cards are accepted in payment of the filing fee. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized processing cost of 2.1% of the total fees.

The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. Upon filing the document, the secretary of state will return the appropriate evidence of filing and a file stamped copy of the document, if a duplicate copy was provided for such purpose, to the submitter. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.