

ARTICLES OF INCORPORATION
of
Boerne Public School Foundation

FILED
In the Office of the
Secretary of State of Texas
JAN 21 1997
Corporations Section

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation (hereinafter called the "Corporation") under the Texas Non-Profit Corporation Act (hereinafter called the "Act"), do hereby adopt the following Articles of Incorporation for the Corporation.

ARTICLE I.

The name of the Corporation is **BOERNE PUBLIC SCHOOL FOUNDATION.**

ARTICLE II.

The Corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

Section 1 Purposes. The purposes and objects of the Corporation are exclusively charitable and educational and are to seek, cultivate and obtain gifts, grants and revenues to be used for developing and expanding educational opportunities for the Boerne Independent School District. The Corporation is empowered to solicit, receive, accept and administer gifts, grants, donations, legacies and contributions covering both real 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

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Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder.

Section 2 Limitations. The purposes for which the Corporation is organized shall be subject to the following limitations:

Clause (a). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be conducted or carried on by a corporation exempt from the federal income tax under Section 501(c) (3) of the Code, and by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code; nor shall the Corporation transact any business for profit or any business expressly prohibited by any law of the State of Texas, or to engage in any activity in the State of Texas in violation of any of the laws referred to in Section C of Article 2.02 of the Act.

Clause (b). No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or any 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 this Article) and 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office, and

ARTICLE V.

The Corporation shall have no members.

ARTICLE VI.

The street address of the initial registered office of the Corporation is 100 West Hosack, Boerne, Texas 78006, and the name of its initial registered agent at such address is Michael R. Arthur.

ARTICLE VII.

Section 1. The number of Directors constituting the initial Board of Directors of the Corporation is eighteen (18), who need not be residents of the State of Texas.

Section 2. The names and addresses of persons who are elected to serve as initial directors until their successors shall have been elected and qualified are:

<u>Name</u>	<u>Address</u>
Ben Adam	16 Toepperwein Boerne, TX 78006
Michael Arthur	100 W. Hosack Boerne, TX 78006
Kathy Bibb	102 Hidden Oaks Boerne, TX 78006
Julia Gaston-Camarigg	105 Shane Lane Boerne, TX 78006
Tom Cusick	194 S. Main BPI Building Boerne, TX 78006
Pamela Doegear	29319 Seabiscuit Fair Oaks Ranch, TX 78015
Rosie R. Elizondo	8614 Raintree Woods Fair Oaks Ranch, TX 78015
Fausto Gutierrez Jr.	402 FM 474 Unit 3 Boerne, TX 78006
Andrew J. Hix	302 E. Blanco Boerne, TX 78006

Ronnie E. Huie	7740 Sweetwind Circle Fair Oaks Ranch, TX 78015
Kevin Jeffries	305 Someday Dr. Boerne, TX 78006
Fred Jones	7345 Rolling Acres Trail Fair Oaks Ranch, TX 78015
Mike Lang	10046 Johns Road Boerne, TX 78006
Carol R. Matthews	312 Walnut Grove Rd. Boerne, TX 78006
Danny R. Smart	206 Wollschlaeger Dr. Boerne, TX 78006
Cynthia Mayer Williams	430 East Highway 46 Boerne, TX 78006
Dee Ann Wilson	131 Spring Hill Dr. Boerne, TX 78006
Bette Yost	140 Woodland Ranch Rd. Boerne, TX 78006

Section 3. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent director, and the number of directors shall not be decreased to less than three (3) directors. In absence of a by-law fixing the number of directors, the number shall be eighteen (18).

ARTICLE VIII.

The assets of the Corporation in the event of its dissolution shall be applied and distributed as follows:

Clause (a). All liabilities and obligations of the Corporation shall be paid, satisfied and discharged; in case its property and assets are not sufficient to satisfy or

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discharge all of the Corporation's liabilities and obligations, the corporation shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations.

Clause (b). Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned transferred or conveyed in accordance with such requirements.

Clause (c). Assets received and held by the Corporation subject to the limitations permitting their use only for charitable, religious, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, together with any income earned thereon, shall be transferred or conveyed to the BOERNE INDEPENDENT SCHOOL DISTRICT, if the same is still in existence; or if the same is not in existence, then to one or more other organizations which shall have been organized and which shall be operating exclusively for charitable, educational or scientific purposes and each of which, whether one or more, shall qualify at the time of such dissolution as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954; provided, however, that the organization to which such remaining assets are transferred shall not be a "Private Foundation" as that term is defined in Section 509 of the Code.

Clause (d). Any remaining assets of the Corporation, after the conveyance in Clause (c) above to the BOERNE INDEPENDENT SCHOOL DISTRICT, shall be transferred or conveyed to one or more domestic corporations, societies or organizations whose assets are then dedicated to an exempt purpose or purposes, as will in the sole judgment of Board of Directors of the Corporation best accomplish the general purposes for which the Corporation best accomplish the general purposes for which the Corporation

was organized; provided, however, that organization to which such remaining assets are transferred shall not be a "Private Foundation" as that term is defined in Section 509 of the Code.

Clause (e). In no event shall any asset or assets of the Corporation at the time of its dissolution be transferred or conveyed directly or indirectly to the Corporation's then directors or officers.

Clause (f). As used in this Article, the term "exempt purpose or purposes" means any purpose or purposes specified in Section 501(c) (3) and in Section 170(c) (2) of the Code.

ARTICLE IX.

No director of the corporation shall have any personal liability to the corporation for any monetary damages for any act or omission in his or her capacity as a director, except that the provisions of this Article IX shall not eliminate or limit the liability of a director of the corporation for: (i) a breach of the director's duty of loyalty to the corporation or its members; (ii) any act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a director received an improper benefit, whether or not from an action taken within the scope of the director's office; (iv) an act or omission for which the liability of a director is expressly provided by statute; or (v) an act related to an unlawful stock repurchase or payment of a dividend. The provisions of the Article shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability of a director that has not been eliminated or limited by the provisions of this Article.

ARTICLE X.

References herein to sections of the Code shall include references to any corresponding sections or provisions of any subsequent Federal tax laws. Provisions of the Code shall be interpreted in accordance with the Treasury Regulations issued in connection therewith from time to time.

ARTICLE XI.

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Kathy Bibb	102 Hidden Oaks Boerne, TX 78006
Andrew J. Hix	302 E. Blanco Boerne, TX 78006
Dee Ann Wilson	131 Spring Hill Dr. Boerne, TX 78006

IN WITNESS WHEREOF, we have hereunto set our hands this 31 day of January

1997.

Kathy Bibb

 KATHY BIBB

Andrew J. Hix

 ANDREW J. HIX

Dee Ann Wilson

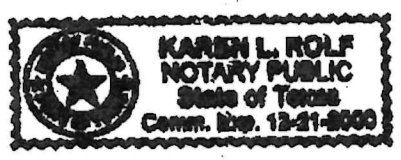
 DEE ANN WILSON

THE STATE OF TEXAS §

COUNTY OF KENDALL §

I, KAREN L. ROLF, a Notary Public in and for the State of Texas, do hereby certify that on this 21ST day of JANUARY, 1997, personally appeared before me Kathy Bibb, Andrew J. Hix, and Dee Ann Wilson, who being by me first duly sworn, declared and acknowledged that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true.

Karen L. Rolf
Notary Public, The State of Texas



APR 11 2007

ARTICLES OF AMENDMENT
FOR BOERNE PUBLIC SCHOOL FOUNDATION Corporations Section

Boerne Public School Foundation, a Texas nonprofit corporation subject to the Texas Non-Profit Corporation Act, has adopted the following amendment to its Articles of Incorporation, filed on January 21, 1997, as stated in these Articles of Amendment.

ARTICLE I

NAME

The Corporation's name is Boerne Public School Foundation.

ARTICLE II

SUBSTANCE OF AMENDMENT

Article I of the Articles of Incorporation is amended to change the name of the Corporation and shall read as follows:

The name of the Corporation is Boerne Education Foundation

ARTICLE III

PROCEDURE USED IN ADOPTING AMENDMENT

The amendment was adopted as follows:

The Corporation has no members entitled to vote on these Articles of Amendment. The amendment of the Articles of Incorporation was adopted at a meeting of the Board of Directors duly called and noticed for March 21, 2007. The amendment received the affirmative vote of two thirds (2/3) of all directors of the Foundation on March 21, 2007.

I am an officer of the Corporation and I execute these Articles of Amendment on the Corporation's behalf on the 21 day of March, 2007.

BOERNE EDUCATION FOUNDATION f/k/a
BOERNE PUBLIC SCHOOL FOUNDATION

By: Kathy Christman
Kathy Christman
President