





5.03 Direction of Purposes by Board of Directors: Subject to limitations imposed by the TNPCA, any other law, these Articles, or the Bylaws, the Board is authorized to direct, by resolution duly adopted, the Corporation's purposes and to exercise all of the Corporation's powers. All parties dealing with the Corporation will have the right to rely on any action taken by the Corporation pursuant to such action by the Board.

5.04 Officers: Officers will be the President, one or more Vice Presidents, Secretary, Treasurer [or their equivalent] and such other officers as provided in the Corporation's Bylaws. The qualifications, duties, manner of selection and removal, and term of office of Officers shall be as provided in the Corporation's Bylaws.

5.05 Agents, Employees, and Chairpersons: The Board may employ such agents and employees, and designate such committee chairpersons, as provided in the Corporation's Bylaws.

5.06 Committees: From time to time the Board may establish standing committees and such other committees, within the Board and within the membership, deemed reasonably necessary to effectuate the Corporation's purposes. The appointment of members to, and purposes and actions of, the Committees shall be as provided in the Bylaws.

#### **Article Six: Liability and Indemnification of Volunteers, Officers, and Directors**

6.01 Limitation of Liability of Directors, Officers, and Volunteers: Directors, Officers, and Volunteers of the Corporation shall not be liable to the Corporation, its volunteers, or third persons for payment of the Corporation's debts or for any act or omission in the Directors', Officers', or volunteers' capacity as a Volunteer, whether acting as a Director, Officer, or Member, pursuant to and to the extent specified in the Bylaws.

6.02 Specific Limitation of Liability of Officers and Directors: Pursuant to Art. 1302-7.06, TEX.REV.CIV.STAT., §84.001, *et seq.* TEX.CIV.PRAC.& REM.CODE, and other provisions of Texas law, Officers and Directors shall not be liable to the Corporation for monetary damages for an act or omission in the Officer's or Director's capacity as an Officer or Director except to the extent that the Officer or Director is found liable for:

- (1) a breach of duty of loyalty to the Corporation;
- (2) an act or omission not in good faith that constitutes a breach of duty of the Officer or Director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which the Officer or Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Officer's or Director's

office; or

(4) an act or omission for which the liability of an Officer or Director is expressly provided by an applicable statute.

6.03 **Indemnification:** A Volunteer[as defined in the Bylaws], Officers, Directors, and employees and agents of the Corporation, against whom a claim is made for or on account of acts or omissions in rendering services for or on behalf of the Corporation may be indemnified by the Corporation as provided in the Bylaws.

#### **Article Seven: Amendment of Articles & Bylaws**

These Articles and the Corporation's Bylaws may be altered, amended, or repealed by the Board or the membership as provided in the Bylaws.

#### **Article Eight: Disposition of Property upon Dissolution**

Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets will be distributed to organizations which are organized and operated exclusively for non-profit purposes, which have established their tax-exempt status under applicable state and federal laws, and are qualified as a §501(c)(3) organization; PROVIDED, HOWEVER, that all such assets distributed as provided in these Articles will be dedicated to and expended by said beneficiary organizations solely in furtherance of and subject to the limitations of those specific charitable, religious, educational, and scientific purposes and those specific corporate purposes described hereinabove. In the event recipients otherwise specified in these Articles or the Corporation's Bylaws or duly adopted resolutions are not in existence or do not qualify as §501(c)(3) organizations, then the assets shall be distributed for charitable or educational purposes within the meaning of §501(c)(3) by a court of competent jurisdiction as provided in the TNPCA, subject to said limitations on specific corporate purposes described hereinabove.

#### **Article Nine: Registered Office and Agent**

The registered agent is David W. Biles at the registered office at 217 East Oak Street, Denton, Texas 76201.

#### **Article Ten: Current Directors**

The voting Directors currently serving, and their addresses, are:

- (1) Joe Alford 531 N. Elm, Denton, Texas 76201
- (2) Myra Anderson 321 E. McKinney, Denton, Texas 76201
- (3) Elizabeth Disco Shearer 306 S. Locust, Denton, Texas 76201

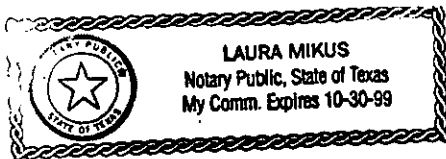
- (4) Marie Healey 1311 Linden, Denton, Texas 76201  
(5) Gary Hudson PO Box 100, Denton, Texas 76202  
(6) Yvonne A. Jenkins PO Box 184, Argyle, Texas 76226  
(7) Judy Klein PO Box UNT, Denton, Texas 76203  
(8) Jack Miller 1006 Burning Tree, Denton, Texas 76201  
(9) Ellen Painter 207 N. Bonnie Brae, Denton, Texas 76201  
(10) Fred Patterson PO Box 369, Denton, Texas 76202  
(11) Barbara Philips 2200 Southridge, Denton, Texas 76201  
(12) Bob Sherman 101 N. Elm, Denton, Texas 76201  
(13) Ernie Tullos Rt. 5, 121 Woodland, Denton, Texas 76208  
(14) Scot Wilkinson PO Box 1931, Denton, Texas 76202  
(15) George Goen 1409 Gatewood, Denton, Texas 76205

IN WITNESS WHEREOF, I certify that these Restated Articles of Incorporation were duly adopted on February 4, 1998

Barbara Philips  
Corporate Secretary

STATE OF TEXAS §  
§  
COUNTY OF DENTON §

BEFORE ME, THE UNDERSIGNED AUTHORITY, on this day personally appeared Barbara Philips, who, being by me first duly sworn, declared upon oath that she is the Corporate Officer who signed the foregoing instrument and that the statements therein are true and correct.



Laura Mikus  
Notary Public, State of Texas

Prepared in the Offices of  
Biles & Bouschor, P.C.  
Attorneys at Law  
Denton, Texas

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