

ARTICLES OF INCORPORATION
OF
GRACE ACADEMY OF GEORGETOWN

I, the undersigned natural person, of the age of eighteen (18) years or more, acting as incorporator of a corporation to be incorporated under the Texas Non-Profit Corporation Act (the “Corporation”), do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE I.

The Corporation’s name is Grace Academy of Georgetown.

ARTICLE II.

The Corporation’s period of duration shall be perpetual.

ARTICLE III.

The Corporation is a nonprofit organization organized and operated exclusively for charitable, educational, scientific, literary, and/or other exempt purposes within the meaning of Section 501(c)(3) of the Code (“Code” as used in these Articles of Incorporation shall have the meaning set forth in ARTICLE XIV).

ARTICLE IV.

The affairs and business of the Corporation shall be managed and conducted by the Corporation’s Board of Trustees (the Board of Trustees). The qualifications, election, number, tenure, powers, and duties of the members of the Board of Trustees shall be as provided in the Bylaws. The broadest discretion is vested in and conferred upon the members of the Board of Trustees for the accomplishment of these purposes, provided, however, that no contribution shall be made or distributed to or for any person, firm, corporation or other entity which shall apply,

directly or indirectly, such contributed funds for any purpose or purposes in violation of the Constitution and statutes of the United States or the State of Texas. The Corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or fail to continue to qualify, as (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, (b) an organization which has been classified as a public charity pursuant to Section 509(a)(3) of the Code, or (c) an organization to which contributions are deductible pursuant to Section 17(c)(2) of the Code. The funds of the Corporation shall not be restricted in use to people of any race, color, sex, national or ethnic origin, and such funds shall be administered on a nondiscriminatory basis.

ARTICLE V.

The street address of the initial registered office of the Corporation is 299 Rim Rock Drive, Georgetown, Texas 78628, and the name of its initial registered agent at such address is Gary L. Logan.

ARTICLE VI.

The Corporation shall not have any “members” within the meaning of the Act (“Act” as used in these Articles of Incorporation shall have the meaning set forth in ARTICLE XIV).

ARTICLE VII.

The name and street address of the incorporator are Gary L. Logan, 299 Rim Rock Drive, Georgetown, Texas 78628.

ARTICLE VIII.

The initial Board of Trustees shall consist of four (4) members, and the names and addresses of such members are:

<u>Name</u>	<u>Address</u>
Gary L. Logan	299 Rim Rock Drive Georgetown, Texas 78628
Michele L. Logan	299 Rim Rock Drive Georgetown, Texas 78628
Mark Roberts	76 Ronald Road Georgetown, Texas 78626
Therese Roberts	76 Ronald Road Georgetown, Texas 78626

ARTICLE IX.

Regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the Corporation shall not:

- (a) Permit any part of the net earnings of the Corporation to inure to the benefit of any Trustee, Officer, Employee of the Corporation, contributor, or private individual as prohibited by Section 501 (c)(3) of the Code(except that reasonable compensation may be paid for personal services rendered to or for the Corporation affecting one or more of its purposes);
- (b) Devote more than an insubstantial part of its activities to the carrying on of propaganda, or otherwise attempting to influence legislation; or
- (c) Participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE X.

Upon the dissolution of the Corporation, after payment of the Corporation's liabilities or after provision for such payment has been made, the Corporation's assets remaining after such payment or provision for payment shall be distributed exclusively to a Beneficiary or Beneficiaries named by written notice (evidencing at least a majority determination of the members of the Board of Trustees). In selecting a Beneficiary or Beneficiaries, the Board of Trustees shall select an organization or organizations, each and all of which, (a) to the extent possible, is organized and operated at the time of selection for purposes similar to those purposes for which the Corporation was organized and operated at the date of distribution, and (b) is an organization described in Section 501(c)(3) of the Code.

ARTICLE XI.

The Board of Trustees may, by a majority vote, designate one (1) or more committees, with each committee to consist of one (1) or more members of the Board of Trustees. Any such committee, to the extent provided in the resolution of the Board of Trustees, or in the Bylaws of the Corporation, shall have and may exercise all of the powers and authority of the Board of Trustees in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. The Board of Trustees may designate one (1) or more Trustees as alternate members of any such committee to replace any absent or disqualified member at any meeting of the committee. The Bylaws may provide that, in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Trustees to act at the meeting in the place of any such absent or disqualified member.

ARTICLE XII.

The Corporation reserves the right to amend, alter, or repeal any provisions contained in these Articles of Incorporation in a manner now or hereafter prescribed by applicable statutes, and all rights conferred herein are granted subject to this reservation; provided, however, that (a) no amendment shall authorize the Board of Trustees to conduct affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code, and (b) no amendment shall be authorized without first having received the affirmative vote of at least two-thirds (2/3) of the members of the Board of Trustees.

ARTICLE XIII.

In furtherance and not in limitation of the powers conferred upon the Board of Trustees by law, the Board of Trustees shall have the power to make, adopt, amend, or repeal, from time to time, the Bylaws of the Corporation. Notwithstanding the foregoing, the Bylaws of the Corporation shall not be amended or repealed in any respect without the affirmative vote of two-thirds (2/3) of the members of the Board of Trustees of the Corporation.

ARTICLE XIV.

References to the "Code" in these Articles of Incorporation are references to the Internal Revenue Code of 1986 or corresponding provisions of successor federal tax laws. References to the "Act" in these Articles of Incorporation are references to the Texas Non-Profit Corporation Act, TEX. REV. CIV. STAT. ANN> Art. 1396 (Vernon Supp. 1993) or corresponding provisions of any successor laws of the State of Texas.

IN WITNESS WHEREOF, I have hereunto set my hand this
____ day of _____, 1998.

CERTIFICATION OF COMPLETE AND ACCURATE COPY

I, the undersigned, being a duly elected and authorized member of the Board of Trustees of Grace Academy of Georgetown, a non-profit corporation in the State of Texas, do hereby certify that the foregoing unsigned copy of the Articles of Incorporation of Grace Academy of Georgetown, is a complete and accurate copy of the original Articles of Incorporations filed with the Secretary of State, for the State of Texas, and approved by the Secretary of State on August 6, 1998. Such original document being signed by Gary L. Logan, the organizing agent for Grace Academy of Georgetown.

IN WITNESS WHEREOF, I have hereunto set my hand this
____ day of _____, 2000.

Gary L. Logan

THE STATE OF TEXAS

COUNTY OF WILLIAMSON

I, _____, a notary public, do hereby certify that on this ____ day of _____, 2000, personally appeared before me, Gary L. Logan, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Notary Public in and for
Williamson County, Texas

My commission expires: