

ARTICLES OF INCORPORATION
OF
DISTRICT 2-S2 LIONS INTERNATIONAL
HUMANITARIAN RELIEF FUND

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

I

The name of the corporation is DISTRICT 2-S2 LIONS INTERNATIONAL HUMANITARIAN RELIEF FUND.

II

The corporation is a nonprofit corporation.

III.

The period of duration is perpetual.

IV.

The purposes for which this Corporation is organized are:

- A. To promote human welfare by careful application of funds to support humanitarian, disaster and emergency relief for the sick, injured, afflicted, infirm, disabled, or destitute persons.
- B. The general purposes and powers are to have and exercise all rights and powers conferred on Nonprofit Corporation under the laws of Texas, or which may hereinafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

C. This Corporation is organized pursuant to the Texas Nonprofit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

V.

The street address of the initial registered office of the Corporation is 4114 Fifth Street, Brookshire, Texas 77423, and the name of its initial registered agent at such address is Karl N. Micklitz.

VI.

The number of Trustees constituting the initial Board of Trustees of the Corporation is eight (8), and the names and addresses of the persons who are to serve as the initial Trustees are:

Bill F. Mayfield	7142 Roos, Houston, Texas 77074
Al Santa Maria	3709 Westheimer, Houston, Texas 77027
E. H. Munger	818 T. C. Jester Blvd., Houston, Texas 77008
R. E. Manchee	1220 Winrock #502, Houston, Texas 77057
Vernon Carmichael	5920 Bissonnet #L, Houston, Texas 77081
Abel E. Lozano	2701 Arbuckle, Houston, Texas 77005
Karl N. Micklitz	4114 Fifth Street, Brookshire, Texas 77423
Horace H. Andrews	

VII.

The name and address of each incorporator is:

Bill F. Mayfield	7142 Roos, Houston, Texas 77074
R. E. Manchee	1220 Winrock #502, Houston, Texas 77057
Karl N. Micklitz	4114 Fifth Street, Brookshire, Texas 77423

VIII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, 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 in Article IV, hereof. 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

IX.

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 1954 (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 Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and do operate exclusively for such purpose.

IN WITNESS WHEREOF, we have hereunto set our hands,

this ___ day of _____, 19 ____.

Bill F. Mayfield _____

R. E. Manchee _____

Karl N. Micklitz _____

State of Texas
County of _____

I, _____, a notary public, do hereby certify that on this _____ day of _____, 19 ____, personally appeared before me BILL F. MAYFIELD, R. E. MANCHEE, and KARL N. MICKLITZ, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, 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 _____ County, Texas