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The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

CYPRESS CREEK FLOOD CONTROL COALITION
CHARTER NUMBER 01632468

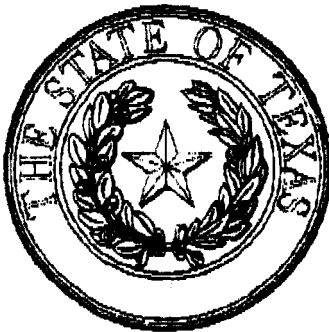
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

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 CORPORATE 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 JUNE 15, 2001

EFFECTIVE JUNE 15, 2001




Henry Cuellar, Secretary of State



FILED
In the Office of the
Secretary of State of Texas

JUN 15 2001

Corporations Section

ARTICLES OF INCORPORATION
OF
CYPRESS CREEK FLOOD CONTROL COALITION

We the undersigned natural persons of the age of eighteen years or more at least two 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

ARTICLE I
NAME

The name of the corporation is CYPRESS CREEK FLOOD CONTROL COALITION hereinafter referred to as the Corporation

ARTICLE II
TYPE OF CORPORATION

The Corporation is a non-profit corporation and has no capital stock

ARTICLE III
DURATION

The period of its duration is perpetual

ARTICLE IV
PURPOSES

Section 4 01 The purposes for which the Corporation is organized are to devote and apply the assets and/or property of the Corporation and the income that may be derived therefrom exclusively for charitable religious educational and/or scientific purposes within the meaning of the section 501(c)(3) of the Internal Revenue Code as amended, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) In furtherance of and in a manner consistent with such

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purposes, this charitable organization devotes all or substantially all of its activity to protecting and preserving human lives properties businesses institutions and natural resources in and near the Cypress Creek Watershed of Harris County and Waller County Texas by

- a conducting research to evaluate the adequacy of governmental planned methods for flood reduction and control within the Cypress Creek Watershed to determine if viable short term and long term alternative solutions exist, and to identify the resources required to implement such alternatives,
- b encouraging the integration of flood and land subsidence control the conversion to a surface based public water supply and greenbelt development to preserve the Watershed s natural aesthetic values including but not limited to parks, wildlife habitation and recreational resources into a viable overall watershed plan
- c developing and promoting an effective community awareness program to communicate with persons living and working within the Watershed area the Corporation's respective members, governmental representatives bayou/creek conservation groups and the general public on matters related to flooding and flood control
- d identifying actual and potential impediments within the framework of local, regional and state government which may hinder effective solutions to flooding within the Watershed
- e creating and implementing action plans to stimulate the development adoption and implementation of long term solutions to flood control in the Watershed area

Section 4 02 Notwithstanding any other provision of these Articles of Incorporation

- a No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of 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 Section 1 (A) hereof No private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation 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 or in opposition to any candidate for public office
- b The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section

501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended or by an organization contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended

Section 4 03 The Corporation is organized pursuant to the Texas Non-profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for non-profit purposes which are consistent with the provisions of section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended

**ARTICLE V
POWERS**

Section 5 01 The Corporation shall have the following powers

- a to collect all payments, if any, pursuant to the terms of the Corporation s By-Laws to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation
- b to purchase receive, lease or otherwise own, hold improve operate maintain convey sell lease, transfer, dedicate for public use or otherwise dispose of personal property in connection with the affairs of the Corporation
- c to borrow money, with the assent of at least two-third (2/3) of those members present, in person or by proxy at a special meeting of the membership at which meeting a quorum is present,
- d to engage the services of agents independent contractors or employees to manage operate or perform all or any part of the affairs and business of the Corporation
- e to do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Corporation is formed and pay the costs and/or expenses in connection therewith and
- f further, the Corporation shall have and exercise any and all powers rights and privileges which a corporation organized under the Texas Non Profit Corporation Act by law may now or hereafter have or exercise

Section 5 02 The Corporation is not authorized to undertake action(s) which would create a binding legal and/or financial obligation upon any coalition member It will function

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solely as a united body chartered to accomplish the purposes listed in Article IV above and to act in an advisory capacity to its members

**ARTICLE VI
MEMBERSHIP**

The qualifications of members if any, the application process the property, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof shall be set forth in the By-Laws

**ARTICLE VII
AGENT AND OFFICES**

5100 Westheimer Suite 200, Houston Harris County Texas 77056, and Michael T Gainer at such address constitute the initial registered office and agent respectively of the Corporation The principal office of the Corporation is located at 12526 Texas Army Trail Cypress Harris County, Texas 77429, but may be relocated to such other address as may be determined by the Corporation's Board of Directors

**ARTICLE VIII
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of at least three (3) directors all of whom must be members of the Corporation The number of directors and their respective terms shall be established in the Corporation s By-Laws and may be changed by amendment of the By Laws The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their successors are

<u>Name</u>	<u>Address</u>
Earl Clardy	11827 Stillwater, Houston Texas 77070
David C Cocciolone	11711 Normont Drive Houston Texas 77070

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By-Law agreement corporate resolution, vote of Directors or otherwise The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable State law

**ARTICLE X
LIMITATION ON SCOPE OF LIABILITY**

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director s capacity as a Director of the Corporation except and only for the following

- a a breach of the Director s duty of loyalty to the Corporation
- b an act of omission not in good faith by the Director or an act or omission that involves the intentional misconduct or knowing violation of the law by the Director
- c a transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director s office, or
- d an act or omission by the Director for which liability is expressly provided for by statute

**ARTICLE XI
MERGERS AND CONSOLIDATIONS**

To the extent permitted by law the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of those members present in person or by proxy at a special meeting of the membership called for the purpose of considering such proposed merger or consolidation at which meeting a quorum is present all subject however to the provisions relating to merger or consolidation which are contained in the Corporation s By Laws, if any

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**ARTICLE XII
AUTHORITY TO DEDICATE**

The Corporation shall have power to dedicate or transfer all or any part of the Corporation's assets to any public agency, authority or utility or to another non-profit corporation of the same or similar purpose for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless the instrument(s) have been approved by at least two thirds (2/3) of those members present in person or by proxy at a special meeting of the Corporation's membership called for the purpose of considering such proposed dedication or transfer at which meeting a quorum is present.

**ARTICLE XIII
DISSOLUTION**

Section 13 01 The Corporation may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of those members who are present in person or by proxy at a special meeting of the membership at which meeting a quorum is established which meeting is called for the purpose of considering such proposed dissolution. A voice vote shall not be utilized for this purpose. The signed ballot or proxy as the case may be must specifically set forth that the purpose thereof is to dissolve the Corporation.

Section 13 02 In the event of the dissolution of the Corporation other than incident to a merger or consolidation, or in the event the Corporation shall cease to carry out the objectives and purposes herein set forth all liabilities and obligations of the Corporation shall be paid, satisfied and discharged. Assets held by the Corporation upon conditions requiring return transfer or conveyance, which condition occurs by reason of the dissolution shall be returned transferred or conveyed in accordance with such requirements. The remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the

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Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. In no event shall any of said assets or property, in the event of dissolution thereof go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members or for any other such purpose. Any such assets not so disposed of shall be disposed of by a district court of the county in which the Corporation's principal office is located to one (1) or more organizations exempt under section 501(c)(3) or its successor statute

**ARTICLE XIV
AMENDMENTS**

The Board of Directors shall adopt a resolution setting forth the proposed amendment to these Articles and directing that it be submitted to a vote at a meeting of members having voting rights which must be at a special meeting. Written or printed notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting not less than ten (10) days nor more than sixty (60) days in advance of the meeting. The proposed amendment shall be adopted by receiving the favorable votes of at least two-thirds (2/3) of the votes of those members who are present, in person or by proxy at a special meeting of the membership at which meeting a quorum is established

**ARTICLE XV
INCORPORATORS**

The names and addresses of the incorporators are

<u>Name</u>	<u>Address</u>
Cory R. Ortigoza	1415 Ash Meadow Drive Houston Texas 77090 2401
David C. Cocciolone	11711 Normont Drive Houston Texas 77070
Richard D. Smith	12526 Texas Army Trail Cypress Texas 77429

BOOKEND NUMBER

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Texas we the undersigned constituting the incorporators of this Corporation have executed these Articles of Incorporation on this the 16th day of May 2001

Cory R Ortigoza
Cory R Ortigoza

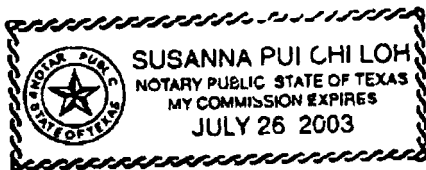
David C Cocciolone
David C Cocciolone

Richard D Smith
Richard D Smith

THE STATE OF TEXAS {}
{}
COUNTY OF HARRIS {}

I the undersigned authority a Notary Public in and for the State of Texas, do hereby certify that on this the 16th day of May 2001 personally appeared before me CORY R. ORTIGOZA who being by me first duly sworn declared that he is one of the persons who signed the foregoing document as an incorporator and that the statements therein contained are true and correct

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



Susanna P. Loh
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

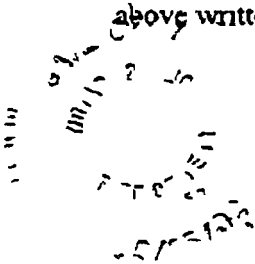
(Additional Acknowledgments Are Contained on Page 10 Hereof)

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THE STATE OF TEXAS {}
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COUNTY OF HARRIS {}

I the undersigned authority a Notary Public in and for the State of Texas do hereby certify that on this the 16th day of May, 2001, personally appeared before me DAVID C COCCIOLONE, who being by me first duly sworn declared that he is one of the persons who signed the foregoing document as an incorporator and that the statements therein contained are true and correct

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



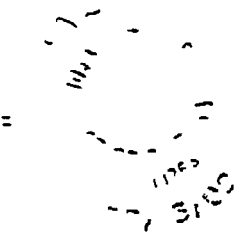
Carl Gray
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

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THE STATE OF TEXAS {}
{}
COUNTY OF HARRIS {}

I the undersigned authority a Notary Public in and for the State of Texas do hereby certify that on this the 16th day of May, 2001 personally appeared before me RICHARD D SMITH who being by me first duly sworn declared that he is one of the persons who signed the foregoing document as an incorporator and that the statements therein contained are true and correct

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



Carl Gray
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS