

COPY

FILED
In the Office of the
Secretary of State of Texas

MAR 18 2005

**ARTICLES OF INCORPORATION
OF
BIVINS VILLAGE PHASE II**

I, the undersigned, being a natural person competent to contract, for the purpose of forming a non-profit corporation pursuant to Article 1396-3.02 of the Texas Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation:

Article I

The name of the Corporation is Bivins Village Phase II ("Corporation").

Article II

The period of its duration is perpetual.

Article III

The Corporation is a non-profit corporation.

Article IV

The purpose or purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development, exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and/or handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or attempt to influence, any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.



30772604 00000000 00000000
00000000 00000000
00000000 00000000
00000000 00000000
00000000 00000000

opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

Article V

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 202. Such Regulatory Agreement and other instruments and undertaking shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article IV(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal 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 operated exclusively for such purposes.

Article VI

The Corporation shall have no members.

Article VII

The number of directors of the Corporation shall not exceed fifteen (15) of which at least seven (7) are voting members. The original directors are:

Name:	Address:
Lawrence G. Pickens	2800 Teckla, Amarillo, Texas 79106
Tom Bivins	P. O. Box 15305, Amarillo, Texas 79105
George Huffman	4001 Terrace, Amarillo, Texas 79109
Miles Childers	P. O. Box 708, Amarillo, Texas 79105
Melvin Fowler	P. O. Box 50903, Amarillo, Texas 79159
Glenn McMennamy	84 Palomino, Amarillo, Texas 79106
Dr. Bud Joyner	116 Circle View Drive, Amarillo, Texas 79118
Dr. Patrick Oles	64 Palo Duro Club Road, Canyon, Texas 79015
Maurice Schooler	P. O. Box 10190, Amarillo, Texas 79116

The directors shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of the Board of Directors of the Mary E. Bivins Foundation or nonmembers who have the approval of the Board of Directors of the said sponsoring organization. In the event that a director of the Corporation ceases to be a member of the Board of Directors of the Mary E. Bivins Foundation or if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. No one person may be both the chair and secretary. The secretary and treasurer may be one and the same person.

The annual meeting shall be held in January of each year.

Article VIII

Any action required to be taken or that may be taken at a meeting of the directors of the Corporation may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors as would be necessary to take that action at a meeting at which all of the directors were present and voted.

Article IX

Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article V hereof.

Article X

The street address of the Corporation's initial registered office is 301 South Polk, Suite 860, Amarillo, Texas 79105, and the name of the initial registered agent at that office is Bob G. Moore. The principal office of the Corporation will be located at 301 South Polk, Suite 860, Amarillo, Texas 79105.

Article XI

The name and address of the incorporator is Frances W. Hamermesh, Davis and Wilkerson, PC, 1801 S. MoPac, Suite 300, Austin, Texas 78746.

Article XII

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

Signed by the incorporator this 4th day of February, 2005.

Frances W. Hamermesh

Frances W. Hamermesh
Davis & Wilkerson, P.C.
1801 S. MoPac, Suite 300
Austin, Texas 78746
(512) 482-0614 Telephone
(512) 482-0342 Fax