



Office of the Secretary of State

**CERTIFICATE OF RESTATED ARTICLES
OF**

**MARY E. BIVINS FOUNDATION
10036501**

The undersigned, as Secretary of State of Texas, hereby certifies that the Restated Articles for the above named entity have been received in this office and have been 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 Restated Articles.

Dated: 06/29/2009

Effective: 06/29/2009



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

MARY E. BIVINS FOUNDATION

FILED
In the Office of the
Secretary of State of Texas

JUN 29 2009

Corporations Section

Pursuant to Article 1396-4.01 of the Texas Non-Profit Corporation Act (the "Act"), the Restated Articles of Incorporation of Mary E. Bivins Foundation, a Texas non-profit corporation, filed on March 19, 2004, filing number 10036501, are amended as follows:

AMENDMENTS

ARTICLE 2 - PURPOSES

This Article is amended in its entirety to read as follows:

The purposes for which the corporation is formed are:

- (A) To operate for the benefit of nursing homes established for worthy, aged, and needy persons.
- (B) To operate for the benefit of nursing homes established for worthy, aged, and needy persons suffering from Alzheimer's Disease.
- (C) To operate for the benefit of worthy religious undertakings, including the education of ministers to preach the Christian religion.
- (D) To operate for the benefit of worthy charitable organizations or undertakings which serve worthy, aged, or needy persons.
- (E) To be organized and operated in a manner to support or benefit one or more specified publicly supported organizations pursuant to Section 1.509(a)-4(d) of the Treasury Regulations.
- (F) To be organized and operated in a manner to exclusively support religious, charitable, or educational purposes pursuant to Section 501(c)(3) of the Internal Revenue Code.
- (G) To build, establish and maintain in the City of Amarillo, Texas, or in the vicinity thereof, either in Potter or Randall

Counties, homes for worthy, aged, and needy persons, and to operate such homes, expand, build or rebuild any such homes, and to do each and every thing whatsoever necessary, requisite or incident thereto. Preference shall be given in admission to said homes to those who have lived and practiced the Christian religion. The purposes stated in this sub-section shall be deemed the primary purpose of the corporation and the maintenance and operation of said homes shall at all times have preference in the use of income and/or corpus of property belonging to the corporation or held in trust for it.

(H) To from time to time expend not in excess of ten percent (10%) of the annual income received by the corporation in aiding and assisting worthy religious undertakings, including the education of ministers to preach the Christian religion. Such expenditures shall be made only when authorized by the Board of Directors of the corporation in accordance with the provisions of Paragraph (J), below.

(I) To from time to time expend not in excess of ten percent (10%) of the annual income received by the corporation in aiding and assisting worthy charitable organizations, or undertakings which serve worthy, aged, or needy persons. Such expenditures shall be made only when authorized by the Board of Directors of the corporation in accordance with the provisions of Paragraph (J), below.

(J) Grants or expenditures made pursuant to Paragraph (H) or (I) above, must be approved by majority vote of the full Board of Directors, unless one or more directors has a conflict of interest with respect to such grant or expenditures, in which event the grant or expenditure must be approved according to the following procedure:

(1) A "conflict of interest" occurs only with respect to a grant to or an expenditure of money for the benefit of any director or any charity, group, association, or other entity of any type of which any director (or any member of such director's family) is or has within the past three years been a member or for which any director (or any member of such director's family) now serves or has within the past three years served as a partner, director, officer, trustee, employee, or similar position or which bears the director's name or family name, or which grant or expenditure is made in the name or memory of or to honor any director or any member of such director's family.

(2) A director's "family" is defined as (a) that director's parents, (b) that director's brothers and sisters and their spouses and descendants, and (c) that director's spouse and descendants.

(3) A "conflict of interest" transaction may be approved or ratified by a majority vote of those directors who do not have a conflict of interest as hereinabove defined with respect to the grant of expenditure regardless of whether the number of disinterested directors constitutes a quorum.

ARTICLE 11 – AMENDMENTS

This Article is amended in its entirety to read as follows:

These Articles of Incorporation may be amended only if the amendment is approved in writing by the Attorney General of the State of Texas, unless the Internal Revenue Service requires such amendment in order to maintain the corporation's tax exempt status, as required by that certain Comprehensive Settlement Agreement dated October 27, 1994.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

This Article is amended in its entirety to read as follows:

The post office address of the corporation's registered office is 701 S. Taylor, Suite 500, Amarillo, Texas 79101, and the name of its registered agent at such address is BOB G. MOORE.

These amendments were adopted by unanimous written consent of all of the directors in office on June 26, 2009, there being no members having voting rights in respect thereof.

Each amendment has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act.

This instrument accurately copies the articles of incorporation and all amendments thereto that are in effect to date, and as further amended by these second restated articles of incorporation, and contains no other change in any provision.

NOW, THEREFORE, the text of the entire Articles of Incorporation of the Mary E. Bivins Foundation, as the articles are now amended to read is attached hereto as Exhibit A.

EXHIBIT A
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARY E. BIVINS FOUNDATION

ARTICLE 1 – NAME

The name of the corporation is: **MARY E. BIVINS FOUNDATION.**

ARTICLE 2 – PURPOSES

The purposes for which the corporation is formed are:

- (A) To operate for the benefit of nursing homes established for worthy, aged, and needy persons.
- (B) To operate for the benefit of nursing homes established for worthy, aged, and needy persons suffering from Alzheimer's Disease.
- (C) To operate for the benefit of worthy religious undertakings, including the education of ministers to preach the Christian religion.
- (D) To operate for the benefit of worthy charitable organizations or undertakings which serve worthy, aged, or needy persons.
- (E) To be organized and operated in a manner to support or benefit one or more specified publicly supported organizations pursuant to Section 1.509(a)-4(d) of the Treasury Regulations.
- (F) To be organized and operated in a manner to exclusively support religious, charitable, or educational purposes pursuant to Section 501(c)(3) of the Internal Revenue Code.

(G) To build, establish and maintain in the City of Amarillo, Texas, or in the vicinity thereof, either in Potter or Randall Counties, homes for worthy, aged, and needy persons, and to operate such homes, expand, build or rebuild any such homes, and to do each and every thing whatsoever necessary, requisite or incident thereto. Preference shall be given in admission to said homes to those who have lived and practiced the Christian religion. The purposes stated in this sub-section shall be deemed the primary purpose of the corporation and the maintenance and operation of said homes shall at all times have preference in the use of income and/or corpus of property belonging to the corporation or held in trust for it.

(H) To from time to time expend not in excess of ten percent (10%) of the annual income received by the corporation in aiding and assisting worthy religious undertakings, including the education of ministers to preach the Christian religion. Such expenditures shall be made only when authorized by the Board of Directors of the corporation in accordance with the provisions of Paragraph (J), below.

(I) To from time to time expend not in excess of ten percent (10%) of the annual income received by the corporation in aiding and assisting worthy charitable organizations, or undertakings which serve worthy, aged, or needy persons. Such expenditures shall be made only when authorized by the Board of Directors of the corporation in accordance with the provisions of Paragraph (J), below.

(J) Grants or expenditures made pursuant to Paragraph (H) or (I) above, must be approved by majority vote of the full Board of Directors, unless one or more directors has a conflict of interest with respect to such grant or expenditures, in which event the grant or expenditure must be approved according to the following procedure:

(1) A "conflict of interest" occurs only with respect to a grant to or an expenditure of money for the benefit of any director or any charity, group, association, or other entity of any type of which any director (or any member of such director's family) is or has within the past three years been a member or for which any director (or any member of such director's family) now serves or has within the past three years served as a partner, director, officer, trustee, employee, or similar position or which bears the director's name or family name, or which grant or expenditure is

made in the name or memory of or to honor any director or any member of such director's family.

(2) A director's "family" is defined as (a) that director's parents, (b) that director's brothers and sisters and their spouses and descendants, and (c) that director's spouse and descendants.

(3) A "conflict of interest" transaction may be approved or ratified by a majority vote of those directors who do not have a conflict of interest as hereinabove defined with respect to the grant of expenditure regardless of whether the number of disinterested directors constitutes a quorum.

ARTICLE 3 - PLACE OF BUSINESS

The place where the business of the corporation is to be transacted is at Amarillo, Potter and Randall Counties, Texas.

ARTICLE 4 - DURATION

The period of duration of the corporation is perpetual.

ARTICLE 5 - DIRECTORS

The Board of Directors of the corporation shall be constituted as follows:

(A) The Board of Directors shall consist of nine (9) directors. The directors shall serve three (3) year overlapping terms with three (3) directors elected each year.

(B) No person acting as director of the corporation shall receive any fees or compensation therefore, but shall be entitled to be reimbursed for reasonable expenses incurred in acting as director.

(C) Two (2) directors and their successors shall be selected by the Trustees of the Mary E. Bivins Trust (being that one certain Trust Agreement dated October 1, 1949, entered into by and between Mary Elizabeth Bivins, as Donor, and Chas. T. Ware, Lee T. Bivins, and Weldon Howell, as Trustees).

(D) Seven (7) directors and their successors shall be selected by the West Amarillo Christian Church ("WACC"). Should WACC disband, reorganize, or be succeeded by another church, then the successor directors which WACC had the power to select shall be

selected by the Trustees of the Mary E. Bivins Trust described above, or if such Trust not be in existence, then by the Board of Directors.

Five (5) of the seven (7) directors and their successors to be selected by WACC shall always be selected from among a group comprised of the officers, directors, academic department heads, or trustees of organizations named pursuant to the procedure set forth in the Bylaws of the corporation. None of such persons selected for such five (5) directorships may be a member of WACC or a former member of WACC, or related within the third degree of consanguinity and/or affinity to any descendant of Mary E. Bivins or to any member of WACC or to any trustee or former trustee of the Mary E. Bivins Trust.

(E) The names and addresses of the current directors are as follows:

<u>Name</u>	<u>Address</u>
Lawrence Pickens	2800 Teckla Amarillo, Texas 79106
Miles Childers	P. O. Box 708 Amarillo, Texas 79105
Tom Bivins	P. O. Box 15305 Amarillo, Texas 79105
Melvin Fowler	P. O. Box 50903 Amarillo, Texas 79159
Dr. John Logsdon	24 Edgewater Amarillo, Texas 79106
Glenn McMennamy	84 Palomino Amarillo, Texas 79106
George Huffman	4001 Terrace Drive Amarillo, Texas 79106

ARTICLE 6 - STOCK

This corporation, being organized as a charitable, religious and educational undertaking, has no capital stock, and shall never at any time issue any stock.

ARTICLE 7 – NON-PROFIT

The corporation is a non-profit corporation.

ARTICLE 8 – MEMBERS

The corporation shall have no members.

ARTICLE 9 – RESTRICTIONS AND REQUIREMENTS

No part of the net earnings of the corporation shall inure to the benefit of any employee, director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no employee, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on liquidation or dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by (A) a corporation exempt from federal income tax 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 (B) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. The corporation's assets are pledged for use in performing the corporation's charitable functions.

ARTICLE 10 – DISSOLUTION

Upon the liquidation or dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to religious, charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE 11 -- AMENDMENTS

These Articles of Incorporation may be amended only if the amendment is approved in writing by the Attorney General of the State of Texas, unless the Internal Revenue Service requires such amendment in order to maintain the corporation's tax exempt status, as required by that certain Comprehensive Settlement Agreement dated October 27, 1994.

ARTICLE 12 -- REGISTERED OFFICE AND REGISTERED AGENT

The post office address of the corporation's registered office is 701 S. Taylor, Suite 500, Amarillo, Texas 79101, and the name of its registered agent at such address is BOB G. MOORE.

Dated the 21 day of June, 2009.

MARY E. BIVINS FOUNDATION

By: Judy Day
JUDY DAY, President