

ARTICLES OF INCORPORATION

OF

CRADLE OF TEXAS CONSERVANCY, INC.

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

ARTICLE ONE

The name of the Corporation is the CRADLE OF TEXAS CONSERVANCY, INC.

ARTICLE TWO

The Corporation is a nonprofit Corporation, incorporated under the Texas Nonprofit Corporation Act.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which the Corporation is organized are to carry on the following educational or charitable purposes, or either of them:

(1) To increase parks and open space in the Brazoria County area with emphasis on both active and passive use.

(2) To accept, hold, administer, invest, reinvest, sell, disburse, or otherwise dispose of for such purposes such funds or other property in whatever form it may take as may from time to time be received by the Corporation by bequest, gift, donation, or otherwise, from any person, persons, or corporations.

(3) To make financial or other types of contributions to and for the purpose of expanding and improving the park systems of public governmental agencies which are charged with the responsibility of maintaining a public park system

in the Brazoria County area; said contributions as determined by the Board of Directors, may be made from any net proceeds raised by any activity of the CRADLE OF TEXAS CONSERVANCY, INC.

(4) No part of any income or principal shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

No part of the net earnings of the Corporation shall inure to the benefit of any member, director, 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).

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication of or distribution of statements), any political campaign on behalf of any candidate for public office.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that only such powers shall be exercised as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1954 as it now exists or as it may hereafter be amended.

(6) To have and exercise all the powers conferred by the laws of the State of Texas upon corporations formed under the Texas Nonprofit Corporation Act.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is:

321 Buffalo Trail
Lake Jackson, Texas 77566

and the name of the registered agent at such address is:

Andrew Sansom

ARTICLE SIX

The number of directors constituting the initial board of directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

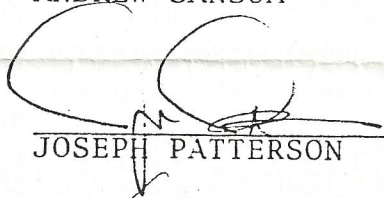
Andrew Sansom	321 Buffalo Trail Lake Jackson, Texas 77566
Joseph Patterson	912 North Velasco Street Angleton, Texas 77515
Kim McAdams	Armory Building Route 2 Angleton, Texas 77515

ARTICLE SEVEN

The name and street address of each incorporator is:

Andrew Sansom	321 Buffalo Trail Lake Jackson, Texas 77566
Joseph Patterson	912 North Velasco Street Angleton, Texas 77515
Lyn Fogelsanger	412 South Amherst Street West Columbia, Texas 77486


ANDREW SANSOM


JOSEPH PATTERSON


LYN FOGELSANGER