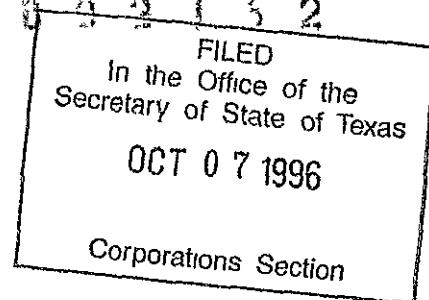


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ARTICLES OF INCORPORATION
of
BUTLER DADS CLUB, INC.



I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of Butler Dads Club, Inc. (the "Corporation"), under the Texas Non-Profit Corporation Act (the "Act")

ARTICLE I
Name

The name of the Corporation is Butler Dads Club, Inc.

ARTICLE II
Non-Profit Corporation

The Corporation is a non-profit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Section 501(c)(3), Internal Revenue Code of 1986, or its successor statute, for one or more purposes that are exempt under the Texas franchise tax.

ARTICLE III
Duration

The Corporation shall continue in perpetuity.

ARTICLE IV
Purposes

The purposes for which the Corporation is organized are to improve the condition under which children attending Butler Elementary School work and play while under the supervision of the Arlington Independent School District, and to promote the education of parents in the community and sponsor those things which will assist in the proper physical, mental and moral education of their children.

ARTICLE V
Powers

Except as otherwise provided in these Articles, the Corporation shall have all the powers provided in the Act.

ARTICLE VI
Restrictions and Requirements

The Corporation shall not pay dividends or other corporate income to its members or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence

- legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
 5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
 6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
 7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
 8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes

ARTICLE VII
Members

The Corporation shall have one or more classes or members as provided in the bylaws of the Corporation.

ARTICLE VIII
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 2121 Margaret, Arlington, Texas 76012 The name of the initial registered agent at this office is John Devore

ARTICLE IX
Initial Directors

Unless and until the number is changed by amendment to these Articles or through the bylaws of the Corporation, the board of directors shall have three members. The initial directors, who shall serve until their successors are elected and qualified, are:

John Devore
2121 Margaret
Arlington, Texas 76012

Michael Phillips
1120 Forrest Drive
Arlington, Texas 76012

Jan Thurman
2320 Chimney Hill Drive
Arlington, Texas 76012

ARTICLE X
Construction

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE XI
Incorporators

The name and street address of the incorporator is.

Jan R. Thurman
302 North Market Street, Suite 200
Dallas, Texas 75202

I execute these Articles of Incorporation on October 4, 1996

Jan R. Thurman
Jan R. Thurman, Incorporator

SWORN TO ON October 4, 1996, by the above named incorporator.

Gail Clark
Notary Public, State of Texas

My Commission Expires:

2-13-98



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