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Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697

Gwyn Shea  
Secretary of State



Office of the Secretary of State

CERTIFICATE OF INCORPORATION  
OF

Nancy Owens Memorial Foundation  
Filing Number: 800091170

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation 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 Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a 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: 06/06/2002

Effective: 06/06/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea  
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

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TTY7-1-1

ARTICLES OF INCORPORATION

OF

FILED  
In the Office of the  
Secretary of State of Texas

NANCY OWENS MEMORIAL FOUNDATION

(a Texas nonprofit corporation)

JUN 06 2002

Corporations Section

We, the undersigned natural persons who are over the age of eighteen (18) years and citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-profit Corporation Act (the "Act"), hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME

The name of the corporation is Nancy Owens Memorial Foundation (the "Corporation").

ARTICLE TWO

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSE

Section 4.1 The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and its regulations as they now exist or as they may hereafter be amended (the "Regulations"), including making grants or distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(b)(1)(A) of the Code and its Regulations ("Qualified Public Charities"). To the extent consistent with the preceding sentence, the Corporation is organized primarily to fund one or more Qualified Public Charities that support education, care and research for breast cancer, in the hope of memorializing Nancy Owens' life, the values she lived by and the courage with which she faced her bout with breast cancer. The Corporation may exercise all powers conferred upon Corporations formed under the Act in order to accomplish the Corporation's charitable purposes.

Section 4.2 Notwithstanding any other provision of these Articles of Incorporation:

(a) 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

Code, and its Regulations, or by an organization, to which contributions are deductible under 170(c)(2) of the Code, and its Regulations.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation ("Director"), or any officer or private individual (except that reasonable compensation may be paid to any person for services rendered to or for the Corporation in furtherance of its exempt purposes), and no Director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(c) 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 intervene in any political campaign on behalf of any candidate for public office (including the publication or distribution of statements regarding any campaign or candidate(s)).

(d) Upon the dissolution of the Corporation or the winding up of its affairs, subject to complying with the requirements of the Act, all assets remaining after the payment of the obligations and liabilities of the Corporation shall be distributed to one or more Qualified Public Charities, selected by the Board of Directors of the Corporation (the "Board"), that engage in activities substantially similar to those supported by the Corporation, and if none can be identified then to any Qualified Public Charities selected by the Board. Any such assets not so disposed of shall be disposed of to one or more Qualified Public Charities selected by a District Court of Harris County, Texas.

#### ARTICLE FIVE MEMBERSHIP

The Corporation shall have no members.

#### ARTICLE SIX INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 9712 Old Katy Road, Suite #205, Houston, Texas 77055, and the name of the initial registered agent at such address is Gloria Moorman.

#### ARTICLE SEVEN DIRECTORS

The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in the Board, which shall be composed of such number of persons (not less than three (3) nor more than seven (7)) as may be fixed by the Corporation in its Bylaws. Until changed by the Bylaws, there shall be four (4) Directors. The Directors shall continue to serve until their successors are selected in the manner provided in the Bylaws. The names and addresses of the persons who shall serve as Directors of the Corporation, until their successors are duly elected and qualified, are as follows:

Gloria Moorman  
9712 Old Katy Road, Suite #205  
Houston, Texas 77055

Amy Bernstein  
9712 Old Katy Road, Suite #205  
Houston, Texas 77055

Michelle Sandlin  
9712 Old Katy Road, Suite #205  
Houston, Texas 77055

Irby M. Rozelle  
2121 Sage Road  
Houston, Texas 77056

#### ARTICLE EIGHT INDEMNIFICATION OF DIRECTORS AND OTHERS

To the fullest extent allowed by the Act or other state law, as amended from time-to-time, the Corporation shall indemnify each current or former Director, officer, employee or agent (the "Indemnitee") against: (i) all liabilities imposed upon and expenses reasonably incurred by the Indemnitee in connection with any claim, action, suit or proceeding relating to the Corporation, its assets and/or its operations and (ii) against any sum incurred by the Indemnitee in settlement of any such matter to the extent that the Corporation's legal counsel determines such amount to be reasonable under the circumstances. Such rights or indemnification shall be in addition to any other rights to which any Indemnitee may be entitled under the Bylaws or any agreement, corporate resolution or other corporate action. The Corporation shall have the power to purchase and maintain insurance, at its cost and expense, on behalf of any such persons to the fullest extent permitted by this Article and applicable state law.

#### ARTICLE NINE LIMITATION ON SCOPE OF LIABILITY

No Director shall be liable to the Corporation or its Directors or Members for monetary damages for any act or omission by the Director, in his capacity as a Director, except to the extent that the Director is found liable for: (i) a breach of the Director's duty of loyalty to the Corporation or its Members; (ii) an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or (iv) an act or omission for which the liability of a Director is expressly provided by an applicable statute.

ARTICLE TEN  
INCORPORATOR

The name and address of the incorporators are: Gloria Moorman, 9712 Old Katy Road, Suite #205, Houston, Texas 77055 and Michael Rubenstein, 3400 JPMorgan Chase Tower, 600 Travis Street, Houston, Texas 77002.

IN WITNESS WHEREOF, I have hereunto set my hand this 5<sup>th</sup> day of June, 2002.

Gloria Moorman  
Gloria Moorman, Incorporator

Michael Rubenstein  
Michael Rubenstein, Incorporator