

ARTICLES OF INCORPORATION

OF

NELDA C. AND H. J. LUTCHER STARK FOUNDATION

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as Incorporators of a non-profit corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such non-profit corporation:

I.

The name of the corporation is the NELDA C. AND H. J. LUTCHER STARK FOUNDATION.

II.

The corporation is a non-profit corporation.

III.

The period of its duration is perpetual.

IV.

The purpose or purposes for which the corporation is organized are:

1. To conduct and carry on the work of the corporation not for profit but exclusively for public charitable, religious, and educational purposes. No part of its earnings or property shall ever inure to the benefit of any private individual. The corporation shall not carry on propaganda or otherwise attempt to influence legislation or participate in or intervene in any political campaign.
2. Subject always to the provisions of Paragraph 1 of this Article IV, to undertake, promote, develop and carry on charitable, religious, and educational activities; to establish and maintain, in whole or in part, charitable, religious, and educational agencies or institutions and,

without limiting the generality of the foregoing, in the absolute discretion of the Board of Trustees, to make donations, gifts, contributions and loans out of its corporate funds to or for the use of any and all corporations, organizations, foundations, institutions or governmental bodies, individuals or projects for charitable, religious, or educational purposes, and to construct, establish and/or maintain a museum for the collection and exhibition of paintings, porcelains, bronzes, wood carvings and other objects of art.

3. If the corporation shall receive property for one or more limited purposes (within the scope of the general purposes stated in Paragraphs 1 and 2 of this Article IV), the Board of Trustees shall have power to administer such property strictly in accordance with such limited purposes; provided, however, the Board of Trustees shall accept no property or undertake the administration thereof, if the limited purpose or purposes for which it is to be applied shall not be within the scope of the general purposes stated in Paragraphs 1 and 2 of this Article IV.
4. In general, to carry out any other activity in connection with the foregoing, within the limitations set forth therein, and to have and exercise all the powers conferred by the law of Texas upon non-profit corporations formed under the Texas Non-Profit Corporation Act, and to do any and all other things hereinbefore set forth to the same extent as natural persons might or could do.

V.

The corporation shall have no members.

VI.

All of the property of the corporation and accumulations thereof shall be held and administered to effectuate its purposes. In case of the liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary or by operation of law, any disposition made

of the assets or properties of the corporation shall be such as is calculated to be exclusively to carry out the purposes for which it is formed.

VII.

The street address of its initial registered office is Stark Building, 507 Front Street, Orange, Texas, and the name of its initial registered agent at such office is Clyde V. McKee, Jr.

VIII.

The number of trustees constituting the initial Board of Trustees is five and the names and addresses of the persons who are to serve as the initial trustees are:

Nelda C. Stark	602 West Orange Avenue Orange, Texas
H. J. Lutcher Stark	602 West Orange Avenue Orange, Texas
Eunice R. Benckenstein	1906 West Sholars Orange, Texas
Clyde V. McKee, Jr.	2411 Sunset Drive Orange, Texas
William Jarvis Butler	17 West Colburn Orange, Texas

IX.

The names and addresses of the incorporators are:

Nelda C. Stark	602 West Orange Avenue Orange, Texas
H. J. Lutcher Stark	602 West Orange Avenue Orange, Texas
Clyde V. McKee, Jr.	2411 Sunset Drive Orange, Texas

IN WITNESS WHEREOF, we have hereunto set our hands

this 23 day of February, 1961.

/s/ Nelda C. Stark
Nelda C. Stark

/s/ H. J. Lutcher Stark
H. J. Lutcher Stark

/s/ Clyde V. McKee, Jr.
Clyde V. McKee, Jr.

THE STATE OF TEXAS }

COUNTY OF ORANGE }

BEFORE ME, the undersigned authority, on this day personally appeared NELDA C. STARK, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 23rd day of February, 1961.

/s/ Willie Lee DeLane
Notary Public in and for
Orange County, T e x a s

THE STATE OF TEXAS }

COUNTY OF ORANGE }

BEFORE ME, the undersigned authority, on this day personally appeared H. J. LUTCHER STARK, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 23rd day of February, 1961.

/s/ Willie Lee DeLane
Notary Public in and for
Orange County, T e x a s

THE STATE OF TEXAS }

COUNTY OF ORANGE }

BEFORE ME, the undersigned authority, on this day personally appeared CLYDE V. McKEE, JR., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 23rd day of February, 1961.

/s/ Willie Lee DeLane
Notary Public in and for
Orange County, T e x a s