

**SECOND AMENDED AND RESTATED BYLAWS
OF
NELDA C. AND H.J. LUTCHER STARK FOUNDATION**

A Texas Non-Profit Corporation
Adopted effective as of May 28, 2009

**ARTICLE I
NAME, LOCATION, PURPOSE AND POWERS**

Section 1. Name. The name of this Texas non-profit corporation is the Nelda C. and H.J. Lucher Stark Foundation, which is referred to in these Bylaws as the Corporation.

Section 2. Office. The Corporation's principal office in Texas will be located at 601 Green Ave., Orange, Texas 77630. The Corporation may have such other offices in Texas or elsewhere as the Board of Directors may determine. The Board may change the location of any office of the Corporation.

Section 3. Registered Office and Agent. The Corporation will maintain a registered office and registered agent in Texas, as set forth in its Articles of Incorporation, as amended. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

Section 4. Purpose. The purpose for which this Corporation was formed is as set forth within Article IV of the Articles of Incorporation of the Corporation, as same may be amended from time to time.

Section 5. Powers. In effectuating its purposes, the Corporation shall have all powers conferred by applicable law, specifically including the power to:

(a) Solicit, receive, acquire and hold money and property, real or personal, by grant, contract, gift, contribution, bequest, devise and otherwise.

(b) Administer and expend such money and property, including the proceeds, income, rents and profits derived from such property or money, for the purposes for which the Corporation is formed.

(c) Enter into, make, perform and carry out contracts and grants of every kind for any lawful purpose with the specific and primary purpose for which the Corporation is formed, with any person, firm, corporation, association, government or political entity or subdivision.

Each Director shall hold office for the term which he is elected or until his successor is elected and qualified. At the first meeting of the Board of Directors, the members of the Board of Directors shall be divided into three classes, one member in the first class and two members in each of the other two classes. The member of the first class shall hold office for a term of one year; a member of the second class shall hold office for a term of two years; a member of the third class shall hold office for a term of three years.

At the annual meeting of the Board of Directors, after the first meeting thereof, Directors shall be elected, by an affirmative vote of a majority of Directors whose terms do not expire at such annual meeting, to succeed for a term of three years Directors whose terms of office then expire. At any meeting at which the election of a Director is held, any Director whose term of office is not then expiring may nominate a person or persons to fill an expiring term, with the second of any other Director. A Director may be elected to succeed himself as director, subject to the nomination process set forth above and affirmative vote by a majority of the Directors whose terms of office are not then expiring.

A Director may be removed from office by the affirmative vote of a majority of the remaining Directors then in office for any reason they deem sufficient therefore, with or without cause. A meeting to consider removing a Director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of Directors. The notice of the meeting will state that the issue of possibly removing the Director will be on the agenda.

Any vacancy in the Board of Directors occurring during any term of office shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 3. Annual Meeting The annual meeting of the Board of Directors shall be held on the last Thursday in February of each year, at 10:00 o'clock in the morning, if not a legal holiday, and if a legal holiday, then on the next succeeding day if that is not a holiday, or at such date and/or time and location as may be fixed by the Board of Directors. Any business, including the election of Directors and officers, may be transacted at any annual meeting, except as otherwise provided by law or by these Bylaws. Notice of such annual meeting shall not be required.

Section 4. Regular Meetings Regular meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Directors. Notice of such regular meetings shall not be required other than a Board resolution stating the time and place of the meetings.

Section 5. Special Meetings Special meetings of the Board of Directors shall be held whenever called by the chairman of the Board of Directors or by a majority of the Directors duly appointed and serving in office at the time such special meeting is called.

At all meetings of the Board of Directors, the chairman of the Board of Directors shall preside, and in the absence of the chairman and vice chairman of the Board of Directors, a chairman shall be chosen from among the Directors present.

The secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the secretary, the presiding officer may appoint any person to act as secretary to the meeting.

All meetings, whether annual, regular or special, will be conducted according to Robert's Rules of Order, except where inconsistent with law or with the Corporation's Articles of Incorporation, as amended, or these Bylaws, or any special rules designed for the Board of Directors or any such committee for the conduct of its meetings.

Section 8. Compensation of Directors. Directors shall receive such compensation for their services as Directors and for expenses of attendance at meetings, if any, as may be determined, from time to time, by appropriate resolution of the Board of Directors. A Director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a Director will be reasonable and commensurate with the services performed. The Board of Directors shall also have power in its discretion to contract for and pay Directors rendering unusual or exceptional personal services which are reasonable and necessary to carry out the exempt purposes of the Corporation provided such special compensation is appropriate to the value of the services rendered.

Section 9. Duties of Director. Directors will discharge their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Directors, Directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he has knowledge concerning a matter in question that renders reliance unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 10. Delegating Duties. Directors may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary

A person named as an Advisory Director will be entitled to attend all meetings of the Board, except as otherwise restricted from attendance at a meeting of the Board by the affirmative vote of two-thirds of the voting Directors then in office. An Advisory Director may participate fully in meetings and discussions at any Board meeting attended by him and may be considered for appointment by voting Board members to any Advisory Committee established by the Directors pursuant to these Bylaws; provided, however, that an Advisory Director may not vote on any issue before the Board. An Advisory Director will not be paid a director's fee in the same amount as established for voting members of the Board of Directors, but may receive such compensation for his services as Advisory Directors and for expenses of attendance at meetings, if any, as may be determined, from time to time, by appropriate resolution of the Board of Directors.

Prior service as an Advisory Director does not preclude an individual from being elected as a member of the Board of Directors pursuant to Section 2 above and, in fact, prior service of an individual as an Advisory Director may be considered by the Board in its determination regarding elections to the Board, although the Board will not be restricted in any way in its elections of Directors.

(c) Resignation and Removal. An Advisory Director shall serve at the pleasure of the Board of Directors. Any Advisory Director may resign at any time by giving written notice of such resignation to the Board of Directors. Any Advisory Director may be removed from office by an affirmative vote of a majority of the Board of Directors at any regular meeting or at any special meeting called for that purpose, with or without cause.

ARTICLE III OFFICERS

Section 1. Titles and Terms of Office.

(a) Officers. The officers of the Corporation shall be a chairman of the Board of Directors, a vice chairman of the Board of Directors, a president/CEO, any number of vice presidents as may be determined by the Board of Directors from time to time, a secretary, an assistant secretary, a treasurer, and any such other officers that the Board of Directors shall deem appropriate and desirable.

(b) Qualification. Officers shall be of legal age. With the exception of the offices of the chairman of the Board and vice chairman of the Board, an officer is not required to be a Director, although he is not precluded from serving in such capacity. One person may hold more than one office, except that the chairman of the Board of Directors shall not hold the office of secretary.

(c) Election and Vacancy. All officers shall be elected by the Board of Directors at the annual meeting, with the exception of the offices of the president and treasurer. Except as otherwise provided herein, each officer shall hold office for the term

treasurer of the Board by resignation in favor of the successor CFO, although the individual who is vacating the position of CFO may be elected at any time by the affirmative vote of a majority of Directors to fill any other office that may be vacant, subject to the requirements for that particular office, or to fill an open or unexpired term that may be vacant on the Board, as applicable. The CFO of the Corporation may be, but is not required to be, a member of the Board of Directors.

Section 2. Powers and Duties of Officers.

(a) Chairman of the Board. The chairman of the Board shall be elected by the Board of Directors as provided hereinabove. He shall preside at all meetings of the Board of Directors, discharge the duties of a presiding officer, be the principal officer of the Board of Directors, and perform such other duties as the Board of Directors may from time to time prescribe. The chairman of the Board must not be the CEO of the Corporation, nor may any Director who may be an employee and/or officer of the Corporation hold the office of chairman of the Board.

(b) Vice Chairman of the Board. The vice chairman of the Board shall have such powers and duties as may be assigned to him by the Board of Directors. At all meetings of the Board of Directors held in the absence of the chairman, the vice chairman shall discharge the duties of the chairman in the event of the chairman's absence or inability to act. Any action taken by the vice chairman of the Board in the performance of the duties of the chairman of the Board shall be presumptive evidence of the absence or inability to act of the chairman of the Board at the time such action was taken.

(c) President. The CEO of the Corporation shall serve as president of the Corporation. Subject to the direction of the Board of Directors, the president shall have general charge and supervision of the business, administration, operations, activities and affairs of the Corporation, and he shall ensure that all orders and resolutions of the Board of Directors are carried into effect. The president may execute all legal documents and instruments in the name of the corporation when authorized to do so by the Board of Directors and shall perform such other duties as may be assigned to him by the Board.

(d) Vice President. A vice president shall perform such duties as may be assigned to him by the president or the Board of Directors. A vice president may be designated to discharge the duties of the president in the event of the president's absence or disability for any cause, as directed by the Board of Directors.

(e) Secretary. The secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose and shall attend to the giving and serving of all notices. The secretary shall have charge of the corporate books, records, documents and instruments, except the books of account and financial records and securities of which the treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the inspection of any director upon application at the office of the Corporation during business hours, and he shall have custody of the corporate seal, if any. He may

previously designated by resolution those certain standing committees set forth on Exhibit "A" attached hereto.

Section 2. Advisory Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, appoint from its number and/or from among such persons as the Board may see fit, one or more Advisory Committees, and at any time may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board of Directors.

Section 3. Powers of Advisory Committees. Such Advisory Committees will not have nor exercise the authority of the Board of Directors but will advise and aid the officers and directors of the corporation in such matters and to the extent designated by the Board of Directors in the resolution appointing the committee.

Section 4. Committee Rules of Procedure. A committee authorized to exercise the powers of the Board, being a Committee of Directors, shall keep regular minutes of the transactions of its meeting and shall cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation. Such shall give notice of any meeting in the manner required for a meeting of the Board. An Advisory Committee may, subject to approval of the Board of Directors, establish and adopt such rules and regulations for the calling and conduct of meetings of the committee and other matters relating to its procedure as its members deem necessary to the performance of their designated duties, provided, however, that such rules and regulations shall be consistent with these Bylaws. The rules set forth in Article VII, Sections 1 and 2, regarding electronic presence at meetings and actions of the Board without a meeting shall be applicable to committees of the Board of Directors.

Section 5. Compensation of Committee Members. Members of committees shall not receive a stated salary for their services as such, but by resolution of the Board of Directors, a fixed reasonable sum or expenses of attendance, or both, may be allowed for attendance at each regular or special meeting of any committee. The Board of Directors may, at its discretion, contract for and pay special compensation, appropriate to the value of such personal services, to any member of any committee who, pursuant to a contract with the Directors, renders unusual or exceptional personal services that are reasonable and necessary to carry out the exempt purpose of the corporation and such compensation is not excessive.

ARTICLE V INDEMNIFICATION

Section 1. When Indemnification Is Required, Permitted, and Prohibited.

(a) The Corporation will indemnify a director, officer, employee, or agent of the Corporation who was, is or may be named party, defendant or respondent in any proceeding as a result of his actions or omissions within the scope of his official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, advisory director,

Section 3. Procedures Relating to Indemnification Payments.

(a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named parties, including defendants or respondents, in the proceeding.

(ii) Determination by special legal counsel selected by the Board by the same vote as provided in subparagraph (i) above, or if such a quorum cannot be obtained, by a majority vote of all directors.

(b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(ii) above, governing selection of special legal counsel. A provision contained in the articles of incorporation, as amended, or a resolution of the Board that requires the indemnification permitted by Section 1 above constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under paragraph (a), above. In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance or from that person's duly-authorized legal representative. The person's written affirmation will state that he has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE VIII MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 2. Seal. The seal of the Corporation shall be such as from time to time may be approved by the Board of Directors.

Section 3. Notice and Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Bylaws, notice shall be deemed to be sufficient, if mailed, if given by depositing the same in a Post Office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his Post Office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. If given by telegram, a notice is deemed delivered when accepted by the telegraph company and addressed to the person at his Post Office address as it appears on the books of the Corporation. If faxed, notice shall be deemed to be sufficient if given by transmitting the same by facsimile to the person entitled thereto his primary fax number as it appears on the books of the Corporation and the sender retains a copy of the fax log indicating successful transmission, and such notice shall be deemed to have been given on the day of such fax transmission. If emailed, notice shall be deemed to be sufficient if given by transmitting the same by electronic mail to the person entitled thereto at his primary email address as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such email transmission. A person may change his Post Office address, primary fax number or email address in the corporate records by giving written notice of the change to the secretary of the Corporation. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 4. Resignations. Any Director, Advisory Director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the chairman of the Board or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Legal Construction. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

EXHIBIT "A"
STANDING COMMITTEES OF CORPORATION,
PER PRIOR RESOLUTIONS

A. Finance and Investment Committee as established by Board Resolution dated April 27, 1978: Upon motion duly made and passed, it was

RESOLVED that a Finance and Investment Committee be hereby designated consisting of two or more members of the Board of Trustees as the Board may from time to time deem necessary and appoint thereto. As authorized by Article 1396-2.18, Revised Civil Statutes of Texas, such committee shall have and exercise the full authority of the Board of Trustees in the investment of funds, liquidation of investments and reinvestment of funds of the corporation. The Finance Committee, without limitation, is specifically authorized to open and maintain an account or accounts with such securities dealers or brokers as they deem necessary, for the purchase and sale of stocks, bonds or securities on exchanges of which the brokers are members or otherwise and the Finance Committee is hereby authorized to give written or verbal instructions by telephone or telegraph or otherwise to such brokers to buy or sell stocks, bonds or securities either for immediate or future delivery and to instruct such dealers or brokers as to the delivery of stocks, bonds or other securities for the account of this corporation; and

FURTHER RESOLVED that the Chairman, Nelda C. Stark, is hereby authorized to assign and endorse for transfer, certificates representing stocks, bonds or other securities, now registered or hereafter registered in the name of the corporation; which assignments or transfers may be necessary or convenient to carry out the duties and responsibilities hereby delegated to the Finance and Investment committee; and

FURTHER RESOLVED that as authorized by Article 1396-2.18, Revised Civil Statutes of Texas, The Finance Committee shall also have and exercise the full authority of the Board of Trustees in the leasing of land for the purpose of carrying on geological, geophysical and other exploratory work, drilling, mining for, producing, owning, storing and transporting oil, gas, distillate and other liquid hydrocarbons, sulphur, coal, lignite and all other minerals, upon such terms and conditions as the committee deems in the best interest of the corporation; and

FURTHER RESOLVED that Chairman, Nelda C. Stark, is hereby authorized to execute such leases, assignments, sales, conveyances, releases, division orders, or other instruments necessary or convenient to exercise the duties and responsibilities hereby delegated to such Committee; and

FURTHER RESOLVED that the powers and authority granted and delegated by this resolution shall be and remain in full force and effect until written notice of the revocation hereof shall be delivered to those brokers, dealers, or others acting in reliance hereon.

B. Grant Selection Committee as established by Board Resolution dated July 24, 1991: After a discussion of the proposal, upon motion duly made by William J. Butler and seconded by Sidney H. Phillips, it was

RESOLVED that a committee be established to examine all grant requests received by the Foundation and select those conforming to the interest, purposes and activities of the Foundation. The selected requests would be presented to the Board of Trustees at a monthly meeting with a recommendation by the committee as to which grants would be more appropriate for the Foundation and would fit into the budget of the Foundation; and

FURTHER RESOLVED that the grant selections committee be composed of Nelda C. Stark, Eunice R. Benckenstein and Clyde V. McKee, Jr. who would serve for the fiscal year ending with the annual meeting to be held the last Thursday in February, 1992, or until their successors are elected.