

ARTICLES OF INCORPORATION

OF

THE L UKE & RACHEL BATTEN FOUNDATION

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

ARTICLE ONE

The name of the corporation is THE LUKE & RACHEL BATTEN FOUNDATION.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The corporation is organized and shall be operated exclusively for religious, charitable, educational, scientific and literary purposes. The corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 16347 Rainbow Lake, Houston, Texas 77095, and the name of its initial registered agent at such address is SAM 7. WATSON.

ARTICLE SIX

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons (not less than five and not more than ten) as may be fixed by the By-Laws. Until changed by the By-Laws the original number of directors shall be seven. The directors shall continue to serve until their successors are selected in the manner provided in the By-Laws of the corporation.

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:

<u>Name</u>	<u>Address</u>
ALLEN PATE	10717 Hughes Lake Road Washington, TX 77880
SAM J. WATSON	16347 Rainbow Lake Houston, TX 77095
MELINDA WATSON	16347 Rainbow Lake Houston, TX 77095
DOUGLAS PLATT	Rt. 1 Box 181A Grapeland, TX 75844
KARMEN CUNNINGHAM	3008 Creekside Brenham, TX 77833
PATRICK M. PIERSON, JR.	7305 Ellaview Lane Austin, TX 78759
TOM GAINES	6214 Jacob Canyon Drive Katy, TX 77450

ARTICLE SEVEN

The corporation shall have no members.

ARTICLE EIGHT

The initial By-Laws of the corporation shall be adopted by its Board of Directors, and the power to alter, amend Of repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors. Any action which can be taken at any annual or special meeting of directors may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by the number of directors that would be necessary to take such action at a meeting at which all directors who were eligible to vote on such action were present and voted.

ARTICLE NINE

The corporation and its directors shall not engage, participate or intervene in any activity or transaction which would result in the loss by the corporation of its status as an organization exempt from federal income taxation under section 501 (a) of the Internal Revenue Code of 1986 as amended (the "Code") or corresponding provisions hereafter in effect, as an

organization described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect; and the use, directly or indirectly, of any part of the corporation's assets in any such activity or transaction is hereby expressly prohibited.

ARTICLE TEN

In the event of the dissolution of the corporation, by lapse of time or otherwise, when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but the Board of Directors, after paying or making provision for the payment of all liabilities of the corporation, shall transfer and set over such property to an organization which is exempt from federal income taxation under section 501(c)(3) of the Code or corresponding provisions hereafter in effect, and which is engaged in activities substantially similar to those of the corporation carried out in furtherance of the purposes specified in Article Four, or, if none is then in existence, then such funds or property or rights thereto shall be transferred and set over in such manner and to such organization (or organizations) which shall at such time of dissolution qualify as an organization (or organizations) exempt from federal income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization (organizations) described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, as the Board of Directors in its sole discretion shall determine.

ARTICLE ELEVEN

A director of the corporation shall not be liable to the corporation for monetary damages for an act or omission in the director's capacity as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) for any 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, (iv) for any act or omission for which the liability of the director is expressly provided for by statute, or (v) for any act related to an unlawful stock repurchase or payment of a dividend. If either the Texas Non-Profit Corporation Act, the Texas Miscellaneous Corporation Laws Act, or any other applicable Texas statute hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by such amended act. Any repeal or modification of this Article Eleven shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

Each director, advisory director, officer, employee and agent, past or present, of the corporation, and each person who serves or may have served at the request of the corporation as a director, advisory director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or entity, and their respective heirs, administrators and executors, shall be indemnified by the corporation in accordance with, and to the fullest extent provided by, the provisions of the Texas Non-Profit Corporation Act as it may from time to time be amended.

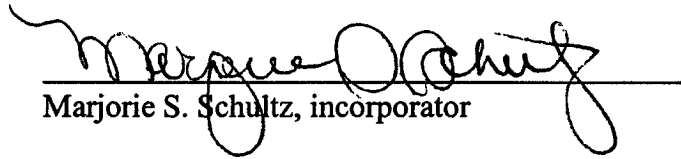
For purposes hereof, "director" shall include an advisory director.

ARTICLE TWELVE

The name and street address of the incorporators are:

<u>Name</u>	<u>Address</u>
Marjorie S. Schultz	3220 Louisiana Street, Suite 201 Houston, Texas 77006
Brenda D. Flores	3220 Louisiana Street, Suite 201 Houston, Texas 77006

IN WITNESS WHEREOF, the incorporators have set their hands this
day of a 1 2002.


Marjorie S. Schultz, incorporator

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Brenda D. Flores, incorporator

THE STATE OF TEXAS

COUNTY OF HARRIS

I, ANNA L. STOCK, a Notary Public, do hereby certify that on this ~~21~~ day of April, 2002, personally appeared before me, MARJORIE S. SCHULTZ, who, being by me first duly sworn, declared that she is the person who signed the foregoing document as an incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

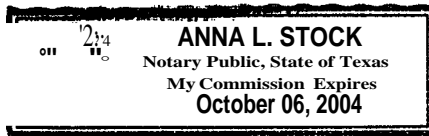
Anna L. Stock

Notary Public in and for
the State of Texas

THE STATE OF TEXAS

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COUNTY OF HARRIS

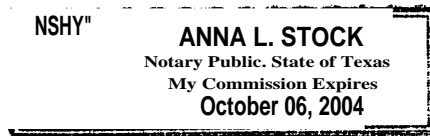


I, ANNA L. STOCK, a Notary Public, do hereby certify that on this 21^{44.} day of April, 2002, personally appeared before me, BRENDA D. FLORES, who, being by me first duly sworn, declared that she is the person who signed the foregoing document as an incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Anna L. Stock

Notary Public in and for
the State of Texas





Office of the Secretary of State

CERTIFICATE OF INCORPORATION
OF

THE LUKE & RACHEL BATTEN FOUNDATION
Filing Number. 800077969

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: 04/25/2002

Effective: 04/25/2002



A handwritten signature in black ink that reads "Gwyn Shea".

Gwyn Shea
Secretary of State