

MAY 18 2000

Corporations Section

ARTICLES OF INCORPORATION  
OF  
THE GIRLS SCHOOL OF AUSTIN, INC.

I, Scott Derber, the undersigned natural person over the age of eighteen (18), a citizen of the United States, desiring to form a Non-Profit Corporation under the Texas Non-Profit Corporation Act (referred to as the "Act") do hereby adopt and certify the following Articles of Incorporation for The Girls School of Austin, Inc. (referred to as the "Corporation").

ARTICLE 1  
NAME

The name of the Corporation is **The Girls School of Austin, Inc.**

ARTICLE 2  
NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. All assets of the Corporation shall be dedicated to the exempt purpose defined under Article 4 hereof and according to the rules of the United States Internal Revenue Code Section 501(c)(3). Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization for one or more purposes exempt from taxes under the Internal Revenue Code Section 501 (c)(3).

ARTICLE 3  
DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4  
PURPOSES

The purposes for which the Corporation is organized are to perform educational activities as defined within the meaning of the United States Internal Revenue Code Section 501(c)(3) and the Texas Non-Profit Corporation Act. Specifically, the Corporation is organized to educate girls and young women, operate a school and related facilities, and provide related services including but not limited to, educational and career counseling, athletic opportunities for girls, encouraging social and aesthetic development, community outreach and charitable activities. The Corporation shall provide educational activities and related services in a non-discriminatory manner and shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It shall not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic or other school-administered programs.

ARTICLE 5  
POWERS

Subject to the limitations in these Articles of Incorporation, the Corporation shall have the authority to take any action it deems necessary, appropriate, or convenient relating to the management of the Corporation

ARTICLE 6  
RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other Corporate income to its trustees, officers, or volunteer groups, or otherwise accrue or distribute profits or permit the realization of private gain by virtue of Corporate income, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article 4 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distributing statements) any political campaign for public office. Notwithstanding any other provision of these articles, the Corporation shall have no power to take any action prohibited by the Act or that would otherwise be inconsistent with the requirements for tax exemption under the Internal Revenue Service Code Section 501(c)(3). 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. The Corporation shall have no power to engage in any activity, except to an insubstantial degree, that are not in furtherance of the purposes set forth in Article 4 hereof.

ARTICLE 7  
MEMBERSHIP

The Corporation shall have no members. The governance of the Corporation shall be conducted by a Board of Trustees.

ARTICLE 8.  
REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Scott Derber  
The street address of the registered office of the Corporation is 8108 Baywood Dr , Austin, TX 78759

ARTICLE 9  
MANAGING BODY OF CORPORATION  
BOARD OF TRUSTEES

The management of the Corporation is vested in the Board of Trustees (the "Board") The qualifications, manner of selection, duties, terms and other matters relating to the Board of Trustees shall be provided in the Corporation bylaws. The number of authorized Board of Trustee members shall be changed only by adoption or amendment of the Corporation bylaws The number of Board of Trustee members may not be decreased to less than three (3) The initial founding Board of Trustees shall consist of the following members and their corresponding addresses

<u>Name</u>	<u>Street Address</u>
Scott Derber	8108 Baywood Dr , Austin, TX 78759
Harris Currie	8617 Columbia Falls Dr Round Rock, TX 78681
Jay Ann Currie	8617 Columbia Falls Dr Round Rock, TX 78681
Carol Kilgour	10615 Pluchea Cv , Austin, TX 78733

ARTICLE 10.  
LIMITATION OF LIABILITY OF BOARD OF TRUSTEE MEMBERS

A Board of Trustee member is not liable to the Corporation for monetary damages for an act or omission in the Board of Trustee's capacity except to the extent that the act or omission was willfully malicious or criminal in nature, or resulted in an improper personal financial gain, or as otherwise provided by a statute of the State of Texas

ARTICLE 11  
INDEMNIFICATION

The Corporation's bylaws shall define the Corporation's responsibility to indemnify a Board of Trustee member who was, is, or is threatened to be made, a named defendant or respondent in litigation or other proceedings because the person is or was a Board of Trustee member for the Corporation providing, however, that such litigation or other proceeding was not directly caused by said Board of Trustee member through willfully malicious or criminal acts or omissions or resulted in an improper personal financial gain Notwithstanding the above, the Board of Trustees shall have the power to define, modify or change the bylaws regarding the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the organization

ARTICLE 12  
CONSTRUCTION

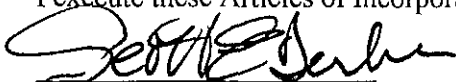
All references in these Articles of Incorporation to statutes, regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time

ARTICLE 13  
INCORPORATORS

The name and street address of the incorporator is

Name of Incorporator	Address
Scott Derber	8108 Baywood Dr Austin, TX 78759

I execute these Articles of Incorporation on this 18<sup>th</sup> day of May, 2000

  
Scott E. Derber

THE STATE OF TEXAS  
COUNTY OF TRAVIS

I, a Notary Public, do hereby certify that on the 18<sup>th</sup> day of MAY, 2000 personally appeared before me Scott Derber, Incorporator, who, being by me first duly sworn, declared upon his oath, that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true and correct

  
Notary Public, State of Texas

SEAL

PAUL R. ONDRIAS  
Type/Printed Name of Notary  
My Commission Expires 4-27-01

NOTARY PUBLIC  
STATE OF TEXAS  
4-27-01