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04-01-2003



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To the Honorable Commissioner of Patents

Send original document(s) or copy(ies).

102405148

3-31-03

1. Name of conveying party(ies):

The Methodist Health Care System

- Individual(s)
- General Partnership
- Non-Profit Corporation
- Association
- Limited Partnership
- Other: \_\_\_\_\_

Citizenship/State of Incorporation/Organization: Texas

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- License
- Other: \_\_\_\_\_
- Merger
- Change of Name
- Nunc Pro Tunc Assignment

Effective Date: \_\_\_\_\_

Execution date: June 27, 2002

2. Name and address of receiving party(ies):

Name: The Methodist Hospital  
Street Address: 6565 Fannin Street, D200  
Houston, TX 77030-2707

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Non-Profit Corporation
- Other: \_\_\_\_\_

Citizenship/State of Incorporation/Organization: Texas

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

OFFICE OF PUBLIC RECORDS  
2003 MAR 31 11:45 AM  
FINANCE SECTION

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)  
76/414,912  
~~76/415,195~~

B. Trademark Registrations No.(s)  
2,686,492

Additional numbers attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Joseph F. Schmidt  
MICHAEL BEST & FRIEDRICH LLC  
ATTORNEYS AT LAW  
401 NORTH MICHIGAN AVENUE, SUITE 1900  
CHICAGO, ILLINOIS 60611

Direct telephone calls to the above at telephone no. (312) 661-2135 or fax no. (312) 661-0029.

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail, postage prepaid, in an envelope addressed to Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20231 on

Date: 3/21/03  
Typed name: Joseph F. Schmidt

6. Total number of applications and registrations involved: ..... 3

7. Total fee (37 CFR 3.41) ..... \$90.00

- Enclosed
- Authorized to be charged to deposit account
- Authorization to charge additional fees (deficiencies) to deposit account

8. Deposit account number: 50-1965

(Attach duplicate copy of this page if paying by deposit account)

ATTORNEY DOCKET NO.: 065298-9002/9003/9004

04/31/2003 TDIAZ1 00000136 76414912

DO NOT USE THIS SPACE

01 FT:4521 40.00 NP  
02 90:8525 Statement and signature 50.00 NP

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized.

Joseph F. Schmidt  
Name of Person Signing

Joseph F. Schmidt  
Signature

3/21/03  
Date

Total number of pages including cover sheet, attachments, and document: 20

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks, Box Assignments  
Washington, DC 20231

TRADEMARK  
REEL: 002702 FRAME: 0382

**ARTICLES OF MERGER**  
**OF**  
**THE METHODIST HEALTH CARE SYSTEM**  
**(A Texas non-profit corporation)**  
**WITH AND INTO**  
**THE METHODIST HOSPITAL**  
**(A Texas non-profit corporation)**

FILED  
In the Office of the  
Secretary of State of Texas

JUN 28 2002

Corporations Section

Pursuant to the provisions of Section 5.04 of the Texas Non-Profit Corporation Act (the "Act"), The Methodist Health Care System, a Texas non-profit corporation (the "System" or the "Merged Corporation"), and The Methodist Hospital, a Texas non-profit corporation (the "Hospital" or the "Surviving Corporation"), adopt the following Articles of Merger for the purpose of merging the Merged Corporation with and into the Surviving Corporation:


1. An Agreement and Plan of Merger, which includes as an attachment a statement of changes to the Articles of Incorporation of the Surviving Corporation effected by the merger and the Amended and Restated Articles of Incorporation of the Surviving Corporation which incorporate such changes (the "Plan of Merger"), was approved and adopted in accordance with the provisions of Section 5.03 of the Act. The Plan of Merger provides for the merger of the Merged Corporation with and into the Surviving Corporation. The Plan of Merger is attached hereto as Exhibit A. The Surviving Corporation shall be The Methodist Hospital.
2. The Plan of Merger was approved and adopted by the sole member of the Hospital by written consent dated June 26, 2002, in lieu of a special meeting.
3. The System has no members and therefore no approval of the Plan of Merger by members was necessary.
4. The Plan of Merger was approved and adopted by a majority of the Board of Directors of the System by written consent dated June 27, 2002, in accordance with the Articles of Incorporation of System.
5. The merger will become effective as of 12:00:01 a.m., July 1, 2002.

Dated: June 27, 2002.

[Signature page follows]


**MERGED CORPORATION:**

**THE METHODIST HEALTH CARE SYSTEM**

By:   
\_\_\_\_\_  
Ronald G. Girotto  
President and CEO

**SURVIVING CORPORAION:**

**THE METHODIST HOSPITAL**

By:   
\_\_\_\_\_  
Ronald G. Girotto  
President and CEO

[Signature Page to Articles of Merger]

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**  
**(with attached Statement of Changes to the**  
**Articles of Incorporation of The Methodist Hospital**  
**and**  
**Amended and Restated Articles of Incorporation of The Methodist Hospital)**

**See attached.**

**AGREEMENT AND PLAN OF MERGER  
OF  
THE METHODIST HEALTH CARE SYSTEM  
(A Texas non-profit corporation)  
WITH AND INTO  
THE METHODIST HOSPITAL  
(A Texas non-profit corporation)**

This Agreement and Plan of Merger ("Agreement") is made and entered into as of the 27th day of June, 2002, by and between THE METHODIST HEALTH CARE SYSTEM, a Texas non-profit corporation ("System"), and THE METHODIST HOSPITAL, a Texas non-profit corporation ("Hospital" or the "Surviving Corporation"), said corporations being hereinafter sometimes collectively called the "Constituent Corporations."

**WITNESSETH:**

**WHEREAS**, System is a corporation created under the Non-Profit Corporation Act of the State of Texas (the "Act") and has no members;

**WHEREAS**, Hospital is a corporation created under the Act, of which System is the sole member; and

**WHEREAS**, the Board of Directors of each of the Constituent Corporations and System, acting in its capacity as the sole member of Hospital, have approved and authorized the proposed merger (the "Merger") of System with and into Hospital upon the terms and conditions hereinafter set forth.

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of describing the terms and conditions of the Merger, the mode of carrying it into effect, and such other details and provisions of the Merger as are deemed necessary or desirable, the parties hereto have agreed and covenanted, and do hereby agree and covenant, as follows:

1. System and Hospital desire that the Merger be effective as of 12:00:01 a.m. July 1, 2002 (the "Effective Time"). To this end, System and Hospital shall cause Articles of Merger setting forth the Effective Time to be filed in the Office of Secretary of State of the State of Texas in accordance with the Act.

2. When the Merger contemplated by this Agreement becomes effective under the Act, the separate existence of System shall cease, and System shall be merged with and into Hospital. Hospital, as the corporation surviving the Merger, shall continue its corporate existence under the laws of the State of Texas.

3. As of the Effective Time:

(a) The separate existence of System shall cease and System shall be merged with and into the Surviving Corporation, with the effect as provided in the Act. As of the

Effective Time and for purposes of the Act, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises of the Constituent Corporations and shall thenceforth be responsible and liable for all the liabilities and obligations of the Constituent Corporations.

(b) The articles of incorporation of Hospital, which will be amended and restated as provided in Exhibit "A" hereto as of the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation (the "Articles of Incorporation") until the same shall thereafter be altered, amended or repealed in accordance with applicable law, the Articles of Incorporation and the Bylaws (as hereinafter defined). The changes to the articles of incorporation of the Hospital which shall be effected by the Merger are identified in Attachment "A" hereto.

(c) The bylaws of Hospital, which will be amended and restated as of the Effective Time in the manner previously approved by System in accordance with the existing articles of incorporation and bylaws of Hospital, shall be the Bylaws of the Surviving Corporation (the "Bylaws") until the same shall thereafter be altered, amended or repealed in accordance with applicable law, the Articles of Incorporation and the Bylaws.

(d) The Surviving Corporation shall have no members as provided in the Articles of Incorporation.

(e) The directors of the Surviving Corporation (who shall hold office subject to the provisions of the Bylaws from the Effective Time until their successors are elected and qualified in accordance with the Bylaws) shall be the directors identified in the Articles of Incorporation.

(f) The officers of the Surviving Corporation (who shall hold their respective offices subject to the provisions of the Bylaws from the Effective Time until their successors are elected and qualified in accordance with the Bylaws) shall be the officers of System in office immediately prior to the Effective Time, each such officer to hold the office of the Surviving Corporation corresponding to that office of System so held immediately prior to the Effective Time.

(g) The assets, liabilities, reserves and accounts of the Constituent Corporations on the Effective Time shall be taken up on the books of the Surviving Corporation at the amounts at which they are then carried on the respective books of the Constituent Corporations, subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the Merger.

(h) All corporate acts, plans, policies, approvals and authorizations of System, its Board of Directors, committees elected or appointed by its Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation.

4. Each of the Constituent Corporations hereby agrees that at any time, or from time to time, as and when requested by the Surviving Corporation, or by its successors and assigns, it

will execute and deliver, or cause to be executed and delivered in its name by its last acting officers or by the corresponding officers of the Surviving Corporation, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other action, as the Surviving Corporation, its successors or assigns, may deem necessary or desirable in order to evidence the transfer, vesting or devolution to the Surviving Corporation of any property, right, privilege or franchise pursuant to applicable law, or to vest or perfect in or confirm to the Surviving Corporation, its successors and assigns, title to and possession of all the property, rights, privileges, powers, franchises and interests as a result of the Merger pursuant to applicable law, and otherwise to carry out the intent and purpose hereof.

5. Anything herein or elsewhere to the contrary notwithstanding, (a) this Agreement may be terminated and abandoned at any time prior to the Effective Time by appropriate resolution by the Board of Directors of either System or Hospital for any reason deemed appropriate by said Board of Directors, and (b) to the extent permitted by law, this Agreement may be amended or supplemented at any time by action taken by the respective Boards of Directors of the Constituent Corporations.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by their duly authorized officers as of the date first above written.

**SYSTEM:**

**THE METHODIST HEALTH  
CARE SYSTEM**

By:   
\_\_\_\_\_  
Ronald G. Giroto  
President and CEO

**HOSPITAL:**

**THE METHODIST HOSPITAL**

By:   
\_\_\_\_\_  
Ronald G. Giroto  
President and CEO

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**ATTACHMENT A  
CHANGES TO THE ARTICLES OF INCORPORATION  
TO BE EFFECTED BY THE MERGER**

The following identifies all changes to the Article of Incorporation of Hospital which are to be effected by the Merger.

1. Article II is amended and restated in its entirety to read as follows:

**ARTICLE II**

This Corporation is formed exclusively for charitable, educational, and scientific purposes, and the Corporation pledges its assets for use in performing those purposes as defined in Section 501(c)(3) of the Code, and to accomplish those purposes, to conduct any business or activity permitted by the Texas Non-Profit Corporation Act, except as limited by Section 501(c)(3) of the Code. The pledge set forth in the preceding sentence is intended, and shall be construed, to be a dedication of such assets to the accomplishment of the purposes of the Corporation and not to create a lien or security interest on the assets or the revenue of the Corporation or to limit the Corporation's ability to encumber its assets and revenues. This Corporation is established and maintained by The Texas Annual Conference of the South Central Jurisdiction of The United Methodist Church (the "Conference") for the purpose of caring for and healing the sick and afflicted. In accomplishing such purposes, the Corporation is to be administered solely for the benefit of the Conference by providing, directly or indirectly, assistance and benefit, financial or otherwise, to the Conference through whatever means are determined by the Board of Directors. To accomplish its purposes, the Corporation may:

- a. Provide, support, maintain and operate facilities for hospitalization of the sick and afflicted.
- b. Provide and maintain facilities for training doctors, technicians and other affiliated professions.
- c. Provide and maintain a school of nursing, and provide for housing of students of such school.
- d. Make awards, give prizes, grant scholarships, publish reports and engage in research.
- e. Accept and administer gifts, donations and bequests, whether of money, personal property or real estate, and otherwise to accumulate, administer and disburse funds to advance or achieve any of the above stated purposes.
- f. Join with and assist other institutions organized and operated for any one or more of the purposes herein stated.



2. Article III is amended and restated in its entirety to read as follows:

**ARTICLE III**

The principal office of this Corporation shall be in the City of Houston, Harris County, Texas. The street address of the office of the registered agent of the Corporation is 1021 Main Street, Suite 1150, Houston, Texas 77002, and the name of its registered agent at such address is CT Corporation System.

3. Article V is amended and restated in its entirety to read as follows:

**ARTICLE V**

The direction and management of the affairs of this Corporation and the control and disposition of its property and funds shall be vested in a Board of Directors. The number of directors shall be set from time to time by the Board of Directors, but no decrease in the number shall shorten the term of any incumbent Director, and the number shall be no more than twenty-six (26) and no fewer than fifteen (15) persons duly appointed and eligible to act as Directors, sixty percent of whom shall be members of the United Methodist Church. The Directors shall be appointed and vacancies among them shall be filled in accordance with the Bylaws of the Corporation. The current Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jack S. Blanton	700 Louisiana, Suite 3920 Houston, Texas 77002
Dr. W. Earl Bledsoe	1711 FM 1960 West Houston, Texas 77090
John F. Bookout	910 Louisiana, Suite 5050 Houston, Texas 77002
Ernest H. Cockrell	1600 Smith, Suite 3900 Houston, Texas 77002-7348
Emily A. Crosswell	1520 Potomac Drive Houston, Texas 77057
Mary A. Daffin	1900 St. James Place, Suite 500 Houston, Texas 77056
James C. Dishman	6820 College Avenue Beaumont, Texas 77707

<b>Stuart Dobbs, M.D.</b>	<b>6560 Fannin, Suite 1708 Houston, Texas 77030</b>
<b>Charles W. Duncan, Jr.</b>	<b>600 Travis, Suite 6100 Houston, Texas 77002-3007</b>
<b>Connie Dyer</b>	<b>5 Long Timbers Trail Houston, Texas 77024</b>
<b>Ronald G. Giroto</b>	<b>6565 Fannin, Suite D200 Houston, Texas 77030</b>
<b>Sandra Smith Jackson</b>	<b>1100 West Bluff Woodville, Texas 75979</b>
<b>Isaac H. Kempner, III</b>	<b>3811 Del Monte Drive Houston, Texas 77019</b>
<b>Allan C. King</b>	<b>800 Bering Drive, Suite 305 Houston, Texas 77057</b>
<b>Sam Law, II, M.D.</b>	<b>6500 Fannin, Suite 1102 Houston, Texas 77030</b>
<b>James R. Lesch</b>	<b>12210 Broken Bough Houston, Texas 77024</b>
<b>Vidal G. Martinez</b>	<b>2400 Bank One Center 910 Travis Houston, Texas 77002-5895</b>
<b>Dr. James W. Moore</b>	<b>3471 Westheimer Houston, Texas 77227-2013</b>
<b>Robert K. Moses, Jr.</b>	<b>1220 Augusta, Suite 240 Houston, Texas 77057</b>
<b>Bishop Alfred L. Norris</b>	<b>5215 Main Houston, Texas 77002</b>
<b>David M. Underwood</b>	<b>909 Fannin St., Suite 2100 Houston, Texas 77010</b>
<b>D. Gibson Walton</b>	<b>2300 First City Tower 1001 Fannin St.</b>

Houston, Texas 77002-6760

Dr. Stephen P. Wendt

1320 Main Street  
Houston, Texas 77002

Judge Ewing Werlein, Jr.

515 Rusk, Room 9136  
Houston, Texas 77002-2605

In addition to voting Directors, the Corporation may have one or more classes of nonvoting Directors, including Advisory and Life Directors.

4. Article VII is amended and restated in its entirety to read as follows:

#### ARTICLE VII

Upon the dissolution of the Corporation, its assets shall be distributed exclusively to the Conference, provided the Conference is at that time an organization described in Section 501(c)(3) of the Code and is other than a private foundation within the meaning of Section 509(a) of the Code. If the Conference ceases to be an organization described in Section 509(a)(1) or 509(a)(2) of the Code, the Board of Directors shall by majority determination select an organization to which its assets will be distributed and thereafter administered in furtherance of the health and welfare ministry of the Conference which (a) is approved by the Conference, (b) is an organization described in Section 501(c)(3) of the Code, and (c) is other than a private foundation within the meaning of Section 509(a) of the Code.

5. Article VIII is amended and restated in its entirety to read as follows:

#### ARTICLE VIII

A director of the Corporation shall not be liable to the Corporation for monetary damages for any act or omission in the director's capacity as a director, except that this ARTICLE VIII does not eliminate or limit the liability of a director for:

- (a) a breach of a director's duty of loyalty to the Corporation;
- (b) an act or omission not in good faith or that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

- (d) an act or omission for which the liability of a director is expressly provided by an applicable statute.

If the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act is amended to authorize action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or amendment of such statutes or of the foregoing paragraph shall not adversely affect any right of protection of a director of the Corporation existing at the time of such repeal or modification.

6. Article IX is amended and restated in its entirety to read as follows:

#### ARTICLE IX

Any action required to be taken at a meeting of the Board of Directors of the Corporation or any action that may be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if prior notice of the proposed action is delivered to all affected Directors or Committee Members, and a consent in writing setting forth the action to be taken, is signed by a sufficient number of Directors or Committee Members as would be necessary to take that action at a meeting at which all of the Directors or Members of the Committee were present and voted.

7. Article X is amended and restated in its entirety to read as follows:

#### ARTICLE X

Regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the Corporation shall not:

- (1) Permit any part of the net earning of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation in effecting one or more of its purposes);
- (2) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; or
- (3) Participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

8. Article XI is amended and restated in its entirety to read as follows:

**ARTICLE XI**

The Corporation shall have no members.

9. Article XIII is an addition to the Articles of Incorporation of Hospital and reads as follows:

**ARTICLE XIII**

As used herein, "Code" means the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any successor internal revenue laws of the United States of America.

**EXHIBIT A**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**THE METHODIST HOSPITAL**

That we, Mrs. W. W. FONDREN, W. L. GOLDSTON, T. P. WIER, J. W. MILLS and RAYMOND P. ELLEDGE, citizens of the State of Texas, residing in Harris County, Texas, under and by virtue of the laws of this State, hereby voluntarily associate ourselves for the purpose of forming a non-profit corporation under the following terms and conditions:

**ARTICLE I**

This Corporation shall be known as "The Methodist Hospital" and by and under that name shall conduct and transact all of its business.

**ARTICLE II**

This Corporation is formed exclusively for charitable, educational, and scientific purposes, and the Corporation pledges its assets for use in performing those purposes as defined in Section 501(c)(3) of the Code, and to accomplish those purposes, to conduct any business or activity permitted by the Texas Non-Profit Corporation Act, except as limited by Section 501(c)(3) of the Code. The pledge set forth in the preceding sentence is intended, and shall be construed, to be a dedication of such assets to the accomplishment of the purposes of the Corporation and not to create a lien or security interest on the assets or the revenue of the Corporation or to limit the Corporation's ability to encumber its assets and revenues. This Corporation is established and maintained by The Texas Annual Conference of the South Central Jurisdiction of The United Methodist Church (the "Conference") for the purpose of caring for and healing the sick and afflicted. In accomplishing such purposes, the Corporation is to be administered solely for the benefit of the Conference by providing, directly or indirectly,

assistance and benefit, financial or otherwise, to the Conference through whatever means are determined by the Board of Directors. To accomplish its purposes, the Corporation may:

- a. Provide, support, maintain and operate facilities for hospitalization of the sick and afflicted.
- b. Provide and maintain facilities for training doctors, technicians and other affiliated professions.
- c. Provide and maintain a school of nursing, and provide for housing of students of such school.
- d. Make awards, give prizes, grant scholarships, publish reports and engage in research.
- e. Accept and administer gifts, donations and bequests, whether of money, personal property or real estate, and otherwise to accumulate, administer and disburse funds to advance or achieve any of the above stated purposes.
- f. Join with and assist other institutions organized and operated for any one or more of the purposes herein stated.

### **ARTICLE III**

The principal office of this Corporation shall be in the City of Houston, Harris County, Texas. The street address of the office of the registered agent of the Corporation is 1021 Main Street, Suite 1150, Houston, Texas 77002, and the name of its registered agent at such address is CT Corporation System.

### **ARTICLE IV**

The period of the Corporation's duration is perpetual.

**ARTICLE V**

The direction and management of the affairs of this Corporation and the control and disposition of its property and funds shall be vested in a Board of Directors. The number of directors shall be set from time to time by the Board of Directors, but no decrease in the number shall shorten the term of any incumbent Director, and the number shall be no more than twenty-six (26) and no fewer than fifteen (15) persons duly appointed and eligible to act as Directors, sixty percent of whom shall be members of the United Methodist Church. The Directors shall be appointed and vacancies among them shall be filled in accordance with the Bylaws of the Corporation. The current Directors are:

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<b>Connie Dyer</b>	<b>5 Long Timbers Trail Houston, Texas 77024</b>
<b>Ronald G. Giroto</b>	<b>6565 Fannin, Suite D200 Houston, Texas 77030</b>
<b>Sandra Smith Jackson</b>	<b>1100 West Bluff Woodville, Texas 75979</b>
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<b>David M. Underwood</b>	<b>909 Fannin St., Suite 2100 Houston, Texas 77010</b>
<b>D. Gibson Walton</b>	<b>2300 First City Tower 1001 Fannin St. Houston, Texas 77002-6760</b>
<b>Dr. Stephen P. Wende</b>	<b>1320 Main Street Houston, Texas 77002</b>
<b>Judge Ewing Werlein, Jr.</b>	<b>515 Rusk, Room 9136 Houston, Texas 77002-2605</b>

In addition to voting Directors, the Corporation may have one or more classes of nonvoting Directors, including Advisory and Life Directors.

#### ARTICLE VI

This Corporation is organized for charitable, educational, and scientific purposes solely and is a non-profit corporation, and no part of its property, whether income or principal, shall ever inure to the benefit of any member, officer, director or employee of the Corporation, nor shall any such member, officer, director, employee or individual receive or be lawfully entitled to receive any pecuniary profit from the operations of the Corporation except reasonable compensation for services rendered in carrying out, or as a proper beneficiary of, one or more of its said purposes.

#### ARTICLE VII

Upon the dissolution of the Corporation, its assets shall be distributed exclusively to the Conference, provided the Conference is at that time an organization described in Section 501(c)(3) of the Code and is other than a private foundation within the meaning of Section 509(a) of the Code. If the Conference ceases to be an organization described in Section 509(a)(1) or 509(a)(2) of the Code, the Board of Directors shall by majority determination select an organization to which its assets will be distributed and thereafter administered in furtherance of the health and welfare ministry of the Conference which (a) is approved by the Conference, (b) is an organization described in Section 501(c)(3) of the Code, and (c) is other than a private foundation within the meaning of Section 509(a) of the Code.

### ARTICLE VIII

A director of the Corporation shall not be liable to the Corporation for monetary damages for any act or omission in the director's capacity as a director, except that this ARTICLE VIII does not eliminate or limit the liability of a director for:

- (a) a breach of a director's duty of loyalty to the Corporation;
- (b) an act or omission not in good faith or that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (d) an act or omission for which the liability of a director is expressly provided by an applicable statute.

If the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act is amended to authorize action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or amendment of such statutes or of the foregoing paragraph shall not adversely affect any right of protection of a director of the Corporation existing at the time of such repeal or modification.

### ARTICLE IX

Any action required to be taken at a meeting of the Board of Directors of the Corporation or any action that may be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if prior notice of the proposed action is delivered to all affected Directors or Committee Members, and a consent in writing setting forth the action to be taken, is signed by a sufficient number of Directors or Committee Members as would be necessary to take

that action at a meeting at which all of the Directors or Members of the Committee were present and voted.

#### **ARTICLE X**

Regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the Corporation shall not:

- (1) Permit any part of the net earning of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation in effecting one or more of its purposes);
- (2) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; or
- (3) Participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

#### **ARTICLE XI**

The Corporation shall have no members.

#### **ARTICLE XII**

These Articles of Incorporation shall be amended only in accordance with the procedures set forth in the Bylaws of the Corporation.

#### **ARTICLE XIII**

As used herein, "Code" means the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any successor internal revenue laws of the United States of America.

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