

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 09/30/2003 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--------------------------|----------|----------------|------------------------------|
| CTRC RESEARCH FOUNDATION | | 09/24/2003 | NONPROFIT CORPORATION: TEXAS |

RECEIVING PARTY DATA

| | |
|-----------------|------------------------------------|
| Name: | CANCER THERAPY AND RESEARCH CENTER |
| Street Address: | 14960 OMICRON DRIVE |
| City: | SAN ANTONIO |
| State/Country: | TEXAS |
| Postal Code: | 78245-3217 |
| Entity Type: | NONPROFIT CORPORATION: TEXAS |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 2749927 | |

CORRESPONDENCE DATA

Fax Number: (214)855-8200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2148557104
 Email: AOTRADEMARK@FULBRIGHT.COM
 Correspondent Name: ANN K. BURNS/FULBRIGHT & JAWORSKI LLP
 Address Line 1: 600 CONGRESS AVE., STE 2400
 Address Line 4: AUSTIN, TEXAS 78701

| | |
|--------------------|----------------|
| NAME OF SUBMITTER: | ANN K. BURNS |
| Signature: | /Ann K. Burns/ |
| Date: | 03/09/2005 |

OP \$40.00 2749927

Total Attachments: 19

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Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

CANCER THERAPY AND RESEARCH CENTER
Domestic Nonprofit Corporation
[Filing Number: 29386101]

CTRC RESEARCH FOUNDATION
Domestic Nonprofit Corporation
[Filing Number: 119458201]

Into

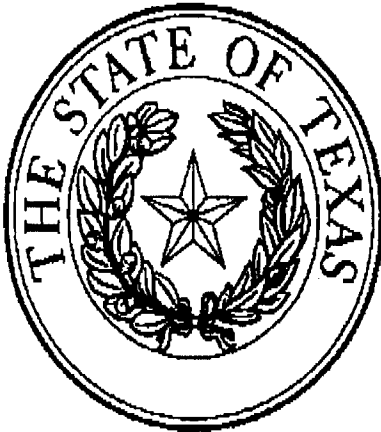
Cancer Therapy and Research Center
Domestic Nonprofit Corporation
[Filing Number: 134550201]
[formerly: CTRC CLINICAL FOUNDATION]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated:09/29/2003

Effective:09/30/2003



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>
FAX(512) 463-5709

PHONE(512) 463-5555
Prepared by: Katy Blaylock

TTY7-1-1

TRADEMARK
REEL: 003043 FRAME: 0353

FILED
In the Office of the
Secretary of State of Texas

SEP 29 2003

Corporations Section

ARTICLES OF MERGER

MERGING

CANCER THERAPY AND RESEARCH CENTER,
a Texas non-profit corporation

AND

CTRC RESEARCH FOUNDATION,
a Texas non-profit corporation

WITH AND INTO

CTRC CLINICAL FOUNDATION,
a Texas non-profit corporation


Pursuant to the provisions of Article 1396-5.04 of the Texas Non-Profit Corporation Act, the undersigned non-profit corporations (each a "Constituent Corporation" and together the "Constituent Corporations") adopt the following Articles of Merger for the purpose of merging them into one of such Constituent Corporations:

1. An agreement and plan of merger (the "Plan of Merger") providing for the merger of each of CTRC and Research with and into Clinical, a copy of which is attached hereto as Exhibit A, has been duly approved by each of the Constituent Corporations.
2. As to each of Clinical and Research, the Plan of Merger and the performance of its terms were duly adopted and approved by the written consent of the sole member of each such Constituent Corporation, being the only member entitled to vote with respect thereto.
3. CTRC does not have any members. As to CTRC, the Plan of Merger and the performance of its terms were duly adopted and approved by the affirmative vote of a majority of its Directors then in office at a meeting of its Board of Directors held on September 17, 2003.
4. As provided in the Plan of Merger, upon the effectiveness of the merger, the name of Clinical, as the surviving corporation, shall be changed to "Cancer Therapy and Research Center."
5. The merger shall become effective at 11:59 p.m., San Antonio, Texas, time, on September 30, 2003.


These Articles of Merger may be executed in two or more counterparts, each of which shall be deemed an original but all of which taken together constitute one and the same instrument.

Dated: September 24, 2003

CTRC CLINICAL FOUNDATION

By: 
Robert N. Shaw
President

CANCER THERAPY AND RESEARCH CENTER

By: 
Robert N. Shaw
Executive Vice President and
Chief Operating Officer

CTRC RESEARCH FOUNDATION


By: 
Robert N. Shaw
President

EXHIBIT A
Plan of Merger

[see attached]

603185.4

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Plan of Merger") made and entered into as of the 24th day of September, 2003, by and among CTRC Clinical Foundation, a Texas non-profit corporation ("Clinical"), CTRC Research Foundation, a Texas non-profit corporation ("Research"), and Cancer Therapy and Research Center, a Texas non-profit corporation ("CTRC"), being sometimes hereinafter collectively referred to as the "Constituent Corporations."

WITNESSETH

WHEREAS, Clinical is a Texas non-profit corporation duly organized and existing under the laws of the State of Texas, whose sole member is CTRC;

WHEREAS, Research is a Texas non-profit corporation duly organized and existing under the laws of the State of Texas, whose sole member is CTRC;

WHEREAS, CTRC is a Texas non-profit corporation duly organized and existing under the laws of the State of Texas, which has no members;

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable for the general welfare and to the benefit of such corporations that CTRC and Research merge with and into Clinical, pursuant to Articles 1396-5.01 et seq. of the Texas Non-Profit Corporation Act (the "TNPCA");

WHEREAS, the respective Boards of Directors or Boards of Trustees, as applicable, of the Constituent Corporations and the sole member of each of Clinical and Research have, in accordance with the TNPCA, by resolutions duly adopted, approved and adopted this Plan of Merger and directed that it be executed by the undersigned officers;

WHEREAS, it is the intention of the Constituent Corporations that the Merger (as hereinafter defined) shall be a tax-free reorganization pursuant to the provisions of the Internal Revenue Code of 1986, as amended; and

WHEREAS, CTRC is currently the sole member of each of Cancer Therapy and Research Center Endowment and Cancer Healthcare Associates, each a Texas non-profit corporation, and concurrently with the Merger, the Articles of Incorporation of each of such entities will be amended to reflect that the Surviving Corporation (as defined below) shall be the sole member of each of such entities.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the State of Texas, that the Constituent Corporations shall be merged into a single corporation, to-wit: Clinical, one of the Constituent Corporations, which shall be the corporation surviving the merger and the name of which shall, upon the effectiveness of the merger, be changed to "Cancer Therapy and Research Center" (said corporation hereafter being sometimes called the "Surviving Corporation"), and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger") which the parties covenant to observe, keep and perform, and the mode of carrying the same into effect shall be as hereafter set forth:

ARTICLE I

EFFECTIVE DATE

This Plan of Merger has been approved by the sole member of each of Clinical and Research and by the Board of Directors of CTRC, as provided by the TNPCA. If this Plan of Merger is not terminated and abandoned pursuant to the provisions of Article VI hereof, Articles of Merger shall be filed with the Secretary of State of Texas. The Merger shall be effective upon filing of, or at such other time and date as set forth in, the Articles of Merger (the "Effective Time"). At the Effective Time and by reason of the Merger, (i) the separate existence of CTRC and Research shall cease and CTRC and Research shall be merged into the Surviving Corporation, and (ii) the name of the Surviving Corporation shall be changed to "Cancer Therapy and Research Center."

ARTICLE II

ARTICLES OF INCORPORATION; BYLAWS;
DIRECTORS AND OFFICERS

At the Effective Time, and by reason of the Merger, the Amended and Restated Articles of Incorporation of Clinical in the form attached hereto as Exhibit I shall become the Articles of Incorporation of the Surviving Corporation.

At the Effective Time, and by reason of the Merger, the Amended and Restated Bylaws of Clinical in the form adopted by its Board of Directors on September 17, 2003, shall become the Bylaws of the Surviving Corporation.

The members of the Board of Directors and Board of Governors of CTRC immediately prior to the Effective Time shall constitute the members of the Board of Directors and Board of Governors, respectively, of the Surviving Corporation from and after the Effective Time. Such members of the Board of Directors and Board of Governors of CTRC shall hold their positions until their resignation or removal or the election or appointment of their successors in the manner provided by the Bylaws of the Surviving Corporation and applicable law.

The officers of CTRC immediately prior to the Effective Time shall constitute the officers of the Surviving Corporation from and after the Effective Time. Such officers of CTRC shall hold their positions until their resignation or removal or the election or appointment of their successors in the manner provided by the Bylaws of the Surviving Corporation and applicable law.

ARTICLE III

EFFECT OF THE MERGER

At the Effective Time, the separate existence of each Constituent Corporation (other than the Surviving Corporation) shall cease, except that whenever a conveyance, assignment, transfer, deed, or other instrument or act is necessary to vest property or rights in the Surviving Corporation, the officers, or other authorized representative of the respective Constituent Corporations shall execute, acknowledge, and deliver such instruments and do such acts. For these purposes, the existence of the Constituent Corporations and the authority of their respective officers, directors, or other authorized representatives is continued notwithstanding the Merger. The Surviving Corporation shall possess all assets and property of

every description, and every interest in the assets and property, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of each Constituent Corporation, and all obligations belonging to or due to each Constituent Corporation, all of which are vested in the Surviving Corporation without further act or deed. Title to any real estate or any interest in the real estate vested in any Constituent Corporation shall not revert or in any way be impaired by reason of such merger or consolidation. The Surviving Corporation is liable for all the obligations of each Constituent Corporation. Any claim existing or any action or proceeding pending by or against any Constituent Corporation may be prosecuted to judgment, with right or appeal, as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. All rights of creditors of each Constituent Corporation are preserved unimpaired, and all liens upon the property of any Constituent Corporation are preserved unimpaired, on only the property affected by such liens immediately prior to the Effective Time.

ARTICLE IV

ACCOUNTING MATTERS

The assets and liabilities of the Constituent Corporations, as of the Effective Time of the Merger, shall be taken upon the books of the Surviving Corporation at the amounts at which they shall be carried at that time on the books of the respective Constituent Corporations, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the Merger. The amount of the capital surplus and earned surplus accounts, if any, of the Surviving Corporation after the Merger shall be determined by the Board of Directors of the Surviving Corporation in accordance with the laws of the State of Texas and with generally accepted accounting principles.

ARTICLE V

APPROVAL

The respective Boards of Directors or Boards of Trustees, as applicable, of the Constituent Corporations and the sole member of each of Clinical and Research have, in accordance with the TNPCA, by resolutions duly adopted, approved and adopted this Plan of Merger

ARTICLE VI

ABANDONMENT

This Plan of Merger may be abandoned at any time (notwithstanding favorable action on the Merger by the sole member of Clinical and Research or by the Board of Directors of CTRC) by action of the Boards of Directors of Clinical, Research and CTRC evidenced by appropriate resolutions. In the event the Plan of Merger is terminated after filing of the Articles of Merger with the Secretary of State of the State of Texas but before the Effective Time, a Certificate of Termination of Merger must be filed with the Secretary of State of the State of Texas. In the event of the termination and abandonment of this Plan of Merger and the Merger pursuant to this Article VI, this Plan of Merger shall become void and have no effect, without any liability on the part of any of the Constituent Corporations or their members, directors or officers in respect thereof.

ARTICLE VII

AMENDMENT

Clinical, Research and CTRC, by mutual consent of their respective Boards of Directors, may amend this Plan of Merger in such manner as may be agreed upon by them in writing at any time but not later than the Effective Time.

ARTICLE VIII

FURTHER ASSURANCES

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of CTRC or Research acquired or to be acquired by or as a result of the Merger, the proper officers and directors of the Surviving Corporation shall be and they hereby are severally and fully authorized to execute and deliver such proper deeds, assignments and assurances in law, and take such other action as may be necessary or proper in the name of CTRC or Research to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purposes of this Plan of Merger.

ARTICLE IX

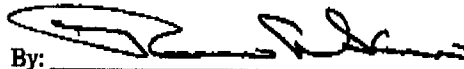
COUNTERPARTS

This Plan of Merger may be executed in multiple counterparts, each of which when so executed shall be deemed to be an original, and such counterparts taken together shall constitute but one and the same instrument.


[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, Clinical, Research and CTRC, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have each caused this Plan of Merger to be executed by their duly authorized officers, all as of the day and year first above written.

CTRC CLINICAL FOUNDATION

By: 
Robert N. Shaw
President

CANCER THERAPY AND RESEARCH CENTER

By: 
Robert N. Shaw
Executive Vice President and
Chief Operating Officer

CTRC RESEARCH FOUNDATION


By: 
Robert N. Shaw
President

EXHIBIT I

**Amended and Restated Articles of Incorporation of CTIC Clinical Foundation
[see attached]**

603385.3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CTRC CLINICAL FOUNDATION**

Pursuant to the provisions of Article 1396-4.06 of the Texas Non-Profit Corporation Act (the "TNPCA"), the undersigned corporation (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation, which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date as further amended by such restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof:

ARTICLE I

The name of the Corporation is CTRC Clinical Foundation.

ARTICLE II

The following amendments to the Articles of Incorporation were adopted in conformity with the provisions of the TNPCA by a written consent signed by the Corporation's sole member entitled to vote with respect thereto.

These amendments remove Articles Eleven and Twelve and alter existing Articles One, Four, Five, Six, Eight, Nine and Ten of the Corporation's Articles of Incorporation, as amended, to read in their entirety as follows:

A. Article One is hereby amended to read, in its entirety, as follows:

ARTICLE ONE

The name of the Corporation is Cancer Therapy and Research Center.

B. Article Four is hereby amended to read, in its entirety, as follows:

ARTICLE FOUR

The purpose or purposes of which the Corporation is organized are to operate exclusively for charitable, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended (the "Code"), and to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

In furtherance of such purposes the Corporation may (i) engage in, conduct and foster, in the broadest and most liberal manner, radiation, drug, chemical, medical and surgical treatment with special emphasis on cancer and allied diseases; (ii) engage in, conduct and foster, in the broadest and most liberal manner, radiation, drug, chemical, medical, surgical and other scientific research and investigation, and apply the knowledge derived therefrom to the causes, prevention, relief and treatment of human diseases and to the benefit of mankind in general; (iii) carry out basic and applied research in all types of drugs, chemicals, and radiation energy in the diagnosis and treatment of both benign and malignant diseases and in matters directly or indirectly related thereto, with special emphasis on cancer and allied diseases; (iv) initiate and further activities designed to promote public health; (v) provide instruction for practicing physicians and surgeons; (vi) promote the education, training, skill and investigative ability of physicians, scientists, and individuals engaged in the work in the basic sciences which bear on all types of radiation energy and on medicine and surgery in general, and publish or assist in publishing the results of the scientific investigations and observations for the benefit of mankind; and to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code.

In the event of liquidation, dissolution, winding-up or abandonment of this Corporation, its property and assets, of every type and description, shall be applied and distributed as required by the laws of the State of Texas regulating said liquidation, dissolution, winding-up or abandonment, and any assets remaining shall be distributed exclusively to and become the property of such funds, foundations and/or corporations as are selected and designated by the Board of Directors of this Corporation, which foundations and/or corporations are organized and operated exclusively for religious, charitable, scientific, literary or educational purposes; provided, however, that such funds, foundations and/or corporations shall qualify as exempt organizations under Section 501(c)(3) of the Code.

C. Article Five is hereby amended to read, in its entirety, as follows:

ARTICLE FIVE

The Corporation shall not have any members.

D. Article Six is hereby amended to read, in its entirety, as follows:

ARTICLE SIX

The affairs of the Corporation shall be managed by a Board of Directors. The number, qualifications, term, method of acting, and method of appointment and removal of the members of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

E. Article Eight is hereby amended to read, in its entirety, as follows:

ARTICLE EIGHT

A. The Corporation shall indemnify any person who is or was a director, governor, officer, agent or employee of the Corporation for expenses and costs (including attorneys' fees and fines) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such director, governor, officer, agent or employee except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought; said indemnification shall inure to the heirs, executors or administrators of any person indemnified hereby.

B. The Corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in Paragraph A, against any liability incurred by him in any such position, or arising out of this status as such, whether or not the Corporation would have power to indemnify him against such liability under Paragraph A.

F. Article Nine is hereby amended to read, in its entirety, as follows:

ARTICLE NINE

The names and addresses of the persons who currently serve as the directors of the Corporation are:

| <u>Name</u> | <u>Address</u> |
|--------------|--|
| Jack Biegler | 7979 Wurzbach Road Urschel Tower, Suite 600 San Antonio, Texas 78229 |

| | |
|-------------------------|--|
| Pat Frost | 7979 Wurzbach Road Urschel Tower, Suite 600 San Antonio, Texas 78229 |
| Barbara Gentry | 7979 Wurzbach Road Urschel Tower, Suite 600 San Antonio, Texas 78229 |
| Murray Johnston | 7979 Wurzbach Road Urschel Tower, Suite 600 San Antonio, Texas 78229 |
| John Kauth | 7979 Wurzbach Road Urschel Tower, Suite 600 San Antonio, Texas 78229 |
| John Korbell | 7979 Wurzbach Road Urschel Tower, Suite 600 San Antonio, Texas 78229 |
| Peggy P. Mays | 7979 Wurzbach Road Urschel Tower, Suite 600 San Antonio, Texas 78229 |
| Ruskin C. Norman, M.D. | 7979 Wurzbach Road Urschel Tower, Suite 600 San Antonio, Texas 78229 |
| Judy Palans | 7979 Wurzbach Road Urschel Tower, Suite 600 San Antonio, Texas 78229 |
| W. Lawrence Walker, Jr. | 7979 Wurzbach Road Urschel Tower, Suite 600 San Antonio, Texas 78229 |
| Mark E. Watson, Jr. | 7979 Wurzbach Road Urschel Tower, Suite 600 San Antonio, Texas 78229 |
| Tullos Wells | 7979 Wurzbach Road Urschel Tower, Suite 600 San Antonio, Texas 78229 |

Gary V. Woods

7979 Wurzbach Road
Urschel Tower, Suite 600
San Antonio, Texas 78229

G. Article Ten is hereby amended to read, in its entirety, as follows:

ARTICLE TEN

Any action required by the TNPCA to be taken at a meeting of the directors of the Corporation, or any action that may be taken at a meeting of the directors or of any committee, may be taken without a meeting if 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. The provisions of Article 1396-9.10 of the TNPCA as it exists on the date hereof or as it may be amended in the future, are incorporated herein by reference and shall govern written consents delivered to the Corporation pursuant to this Article Ten.

ARTICLE III

The current Articles of Incorporation are hereby superseded by the following Amended and Restated Articles of Incorporation, which accurately copy the entire text thereof, including any previous amendments and as amended as set forth above:

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

CANCER THERAPY AND RESEARCH CENTER

ARTICLE ONE

The name of the Corporation is Cancer Therapy and Research Center.

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes of which the Corporation is organized are to operate exclusively for charitable, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended (the "Code"), and to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

In furtherance of such purposes the Corporation may (i) engage in, conduct and foster, in the broadest and most liberal manner, radiation, drug, chemical, medical and surgical treatment with special emphasis on cancer and allied diseases; (ii) engage in, conduct and foster, in the broadest and most liberal manner, radiation, drug, chemical, medical, surgical and other scientific research and investigation, and apply the knowledge derived therefrom to the causes, prevention, relief and treatment of human diseases and to the benefit of mankind in general; (iii) carry out basic and applied research in all types of drugs, chemicals, and radiation energy in the diagnosis and treatment of both benign and malignant diseases and in matters directly or indirectly related thereto, with special emphasis on cancer and allied diseases; (iv) initiate and further activities designed to promote public health; (v) provide instruction for practicing physicians and surgeons; (vi) promote the education, training, skill and investigative ability of physicians, scientists, and individuals engaged in the work in the basic sciences which bear on all types of radiation energy and on medicine and surgery in general, and publish or assist in publishing the results of the scientific investigations and observations for the benefit of mankind; and to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code.

In the event of liquidation, dissolution, winding-up or abandonment of this Corporation, its property and assets, of every type and description, shall be applied and distributed as required by the laws of the State of Texas regulating said liquidation, dissolution, winding-up or abandonment, and any assets remaining shall be distributed exclusively to and become the property of such funds, foundations and/or corporations as are selected and designated by the Board of Directors of this Corporation, which foundations and/or corporations are organized and

operated exclusively for religious, charitable, scientific, literary or educational purposes; provided, however, that such funds, foundations and/or corporations shall qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE FIVE

The Corporation shall not have any members.

ARTICLE SIX

The affairs of the Corporation shall be managed by a Board of Directors. The number, qualifications, term, method of acting, and method of appointment and removal of the members of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE SEVEN

The street address of the initial registered office of the Corporation is 7979 Wurzbach Road, Urschel Tower, Suite 600, San Antonio, Texas 78229, and the name of the registered agent of the Corporation is Robert N. Shaw.

ARTICLE EIGHT

A. The Corporation shall indemnify any person who is or was a director, governor, officer, agent or employee of the Corporation for expenses and costs (including attorneys' fees and fines) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such director, governor, officer, agent or employee except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought; said indemnification shall inure to the heirs, executors or administrators of any person indemnified hereby.

B. The Corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in Paragraph A, against any liability incurred by him in any such position, or arising out of this status as such, whether or not the Corporation would have power to indemnify him against such liability under Paragraph A.

ARTICLE NINE

The names and addresses of the persons who currently serve as the directors of the Corporation are:

| <u>Name</u> | <u>Address</u> |
|--------------|--|
| Jack Biegler | 7979 Wurzbach Road Urschel Tower, Suite 600 San Antonio, Texas 78229 |

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| Pat Frost | 7979 Wurzbach Road Urschel Tower, Suite 600 San Antonio, Texas 78229 |
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ARTICLE TEN

Any action required by the TNPCA to be taken at a meeting of the directors of the Corporation, or any action that may be taken at a meeting of the directors or of any committee, may be taken without a meeting if 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. The provisions of Article 1396-9.10 of the TNPCA as it exists on the date hereof or as it may be amended in the future, are incorporated herein by reference and shall govern written consents delivered to the Corporation pursuant to this Article Ten.