



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

HERITAGE ASSOCIATION OF FRISCO, INC.
CHARTER NUMBER 01475189

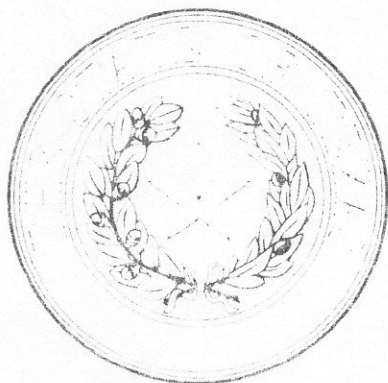
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

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 CORPORATE 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 JAN. 14, 1998

EFFECTIVE JAN. 14, 1998



A handwritten signature in black ink, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State

ARTICLES OF INCORPORATION
OF
HERITAGE ASSOCIATION OF FRISCO, INC.

FILED
In the Office of the
Secretary of State of Texas

JAN 14 1998

Corporations Section

The undersigned, being a natural person of the age of eighteen (18) years or more, acting as the incorporator of a corporation under The Texas Non-profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Heritage Association of Frisco, Inc.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The corporation will not have members.

ARTICLE V

The purposes for which the corporation is organized are:

(i) to gather, collect and acquire historical information and artifacts relating to the City of Frisco, Texas and the surrounding area for the purposes of preserving such history for present and successive citizens of the area through the establishment of a museum and the publishing of books, periodicals and other literature; and

(ii) such other lawful purposes permitted by the Texas Non-Profit Corporation Act.

ARTICLE VI

No part of the net earnings of the corporation will inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in the furtherance of the purposes of this corporation. No substantial part of the activities of the corporation will include the carrying on of propaganda, or otherwise attempting to influence legislation, and the

corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VII

Upon the dissolution of the corporation, the board of directors will, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in the manner determined by the board of directors, or dispose of all such assets to any organization or organizations organized and operated exclusively for charitable, educational, and religious purposes which qualify at the time as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), and the corresponding Texas Statue, as the board of directors determine. Any such assets not disposed of will be disposed of by the Superior Court of the county in which the registered office is then located, as the court determines exclusively for such purposes or to such organization or organizations which are organized or operated exclusively for such purposes.

ARTICLE VIII

The general purposes and powers of the corporation are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Texas, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

ARTICLE IX

The number of directors of the corporation shall be fixed from time to time by resolution of the board, but in no case shall the number of directors be less than three (3) nor more than six (6) persons. The names and addresses of the five (5) directors constituting the initial Board of Directors is as follows:

Dr. Erwin G. Pink
9581 Mimosa
Frisco, TX 75034

Ruby Nichols
9581 Mimosa
Frisco, TX 75034

Robert Warren
9581 Mimosa
Frisco, TX 75034

Clara Bacchus
9581 Mimosa
Frisco, TX 75034

Linda Sutton
9581 Mimosa
Frisco, TX 75034

ARTICLE X

The street address of the initial registered office of the corporation is 9581 Mimosa, Frisco, TX 75034, and the name of the initial registered agent of the corporation at such address is Dr. Erwin G. Pink.

ARTICLE XI

The name and address of the incorporator is as follows:

Name

Address

Brett B. Flagg, P.C.

4644 Biltmoore Drive
Frisco, TX 75034

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this
14th day of January, 1998.

Brett B. Flagg

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF HERITAGE ASSOCIATION OF FRISCO, INC
BY DIRECTORS**

FILED
In the Office of the
Secretary of State of Texas
AUG 4 1998
Corporations Section

Pursuant to the provisions of Articles 4.01-4.05 of the Texas Non-Profit Corporation Act, the directors of Heritage Association of Frisco, Inc. unanimously adopt the following Article of Amendment to the Articles of Incorporation of Heritage Association of Frisco, Inc.:

ARTICLE I.

The name of the non-profit corporation is Heritage Association of Frisco, Inc.

ARTICLE II.

The following amendment to the Articles of Incorporation was adopted by the unanimous vote of the directors at a meeting on June 30, 1998, there being no members of the corporation.

The amendment alters Article V of the original Articles of Incorporation to read as follows:

"The purposes for which the corporation is organized are exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. More specifically, the purposes are:

(i) to gather, collect and acquire historical information and artifacts relating to the City of Frisco, Texas and the surrounding area for the purposes of preserving such history for present and successive citizens of the area through the establishment of a museum and the publishing of books, periodicals and other literature; and

(ii) such other lawful purposes permitted by the Texas Non-Profit Corporation Act."

Dated: June 30, 1998

Dr. Erwin G. Pink
Dr. Erwin G. Pink, President