

ARTICLES OF INCORPORATION  
of  
TEXAS VHF-FM SOCIETY  
INC.

FILED  
In the Office of the  
Secretary of State of Texas

SEP 2 1976

We, the undersigned natural persons of the age <sup>of twenty-</sup> ~~or~~ <sup>one (21) years or more,</sup> at least two (2) of whom are 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 TEXAS VHF-FM SOCIETY, INC.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of the duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are for charitable, educational and scientific purposes. Such purposes shall include but not be limited to providing scientific education through the association of people with like interest in the field of electro-magnetic communications and providing civil defense, disaster and emergency radio communication, including for such purposes the making of distributions to organizations that qualify as non-profit organizations.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 7727 Larisa Drive, Dallas, Texas 75240 and the name of its initial registered agent at such address is John A. Mason.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is nine (9) and the names and addresses of the persons who are to serve as the initial directors are:

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Name	Address
<u>DAVID H. CHEEK</u>	<u>502 FIRST STREET COLLEGE STATION, TX</u>
<u>BYRON C. HARRISON</u>	<u>133 W. COBER DR. GRAND PRAIRIE, TX</u>
<u>LAWRENCE S. HIGGINS</u>	<u>2522 OLD HICKORY TRAIL SAN ANTONIO, TX</u>
<u>ROYCE W. JARRETT</u>	<u>618 RAINTREE CT. ARLINGTON, TX</u>
<u>ROBERT L. KURTH</u>	<u>DRAWER 1648 LUFKIN, TX</u>
<u>JAMES W. LINTHACUM</u>	<u>1802 DAIN CORPUS CHRISTI, TX</u>
<u>BURTON C. MOSSMAN</u>	<u>BOX 3622 TEMPLE, TX</u>
<u>HAROLD W. SANDERS</u>	<u>2703 ROBINHOOD LN. PEARLAND, TX</u>
<u>ROBERT W. WALTERS</u>	<u>11427 LONGBROOK HOUSTON, TX</u>

The number of directors may be increased or decreased from time to time by amendment to the by-laws of the corporation, however at no time shall the number of directors be less than three (3).

#### ARTICLE SEVEN

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

#### ARTICLE EIGHT

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 the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### ARTICLE NINE

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or by a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE TEN

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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 organization in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine.

ARTICLE ELEVEN

The name and street address of each incorporator is:

Roy L. Albright	107 Rosemary	San Antonio, Texas 78209
George D. Harvey	2024 Ford St.	Austin, Texas 78704
George F. Munsch	11314 Janet Lee	San Antonio, Texas 78230

IN WITNESS THEREOF, we have hereunto set our hands this 8<sup>th</sup> day of AUGUST, 1976.

Roy L. Albright  
Roy L. Albright

George D. Harvey  
George D. Harvey

George F. Munsch  
George F. Munsch

STATE OF TEXAS }  
COUNTY OF }

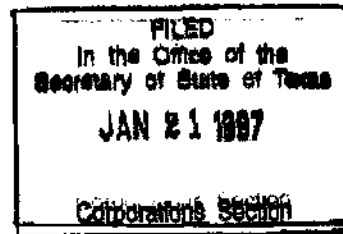
I, ALVIN E. DEVANE, a Notary Public, do hereby certify that on this 8<sup>th</sup> day of AUGUST, 1976, personally appeared before me, ROY L. ALBRIGHT, GEORGE D. HARVEY, and GEORGE F. MUNSCHE, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

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

Alvin E. Devane  
Notary Public in and for  
TRAVIS County, Texas.

My Commission expires: 6-1-77.

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Articles of Amendment

to the

ARTICLES OF INCORPORATION

of the

**TEXAS VHF-FM SOCIETY, INC.**

Pursuant to the provisions of the Texas Non-Profit Corporation Act, as amended, the TEXAS VHF-FM SOCIETY, INC., a Texas non-profit corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is TEXAS VHF-FM SOCIETY, INC.
2. The amendment to the Articles of Incorporation of the Corporation adds a new article thereto, concerning liability of a director of the Corporation to the Corporation or its Members, and such new article reads as follows:

**ARTICLE TWELVE**

A Director of the Corporation shall not be liable to the Corporation or its Members for monetary damages for an act or omission in the Director's capacity as a Director, except that this Article does not eliminate or limit the liability of a Director to the extent the Director is found liable for:

(a) a breach of the Director's liability to the Corporation or its Members;

(b) an act or omission not in good faith 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 law;

(c) a 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; or

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

Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any

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limitation on liability of a Director existing at the time of repeal or modification.

3. Such amendment was adopted at a meeting of the Members of the Corporation held on August 4, 1996, at which meeting a quorum of Members was present, and such amendment received at least two-thirds (2/3) of the votes which members present at such meeting in person or by proxy were entitled to cast.

Executed on and dated August 12, 1996.

TEXAS VHF-FM SOCIETY, INC.

By: Louis R. Petit  
Louis R. Petit, President