

SAMPLE-MODIFY AS NECESSARY

ARTICLES OF ASSOCIATION

Association Name

Articles of Association of the undersigned, desiring to form a nonprofit association do hereby certify:

ARTICLE I

The name of the Association is: **Association Name**

ARTICLE II

The principal office of the Association is located in the city of El Paso, TX

Street address:

Association Name

Address

City, State, Zip Code

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose of this Association is to **Purpose**

These purposes are exclusively charitable and educational with the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 as now in effect or as it may hereafter be amended. In furtherance of these purposes, the Association is authorized to receive property by gift or bequest and to invest and reinvest the same, and to apply the income and principle thereof as determined by the Board of Directors exclusively for charitable and educational purposes, to engage in any and all lawful activities incidental thereto as restricted herein.

The activities of the organization shall not conflict with the policies of the Canutillo School District and shall be sanctioned by school officials.

ARTICLE V

The names and addresses of the persons who shall serve as directors of the **Association Name** until their successors have been elected and qualified, are as follows:

Name	Year	Position	Address
		President	
		Vice President	
		Treasurer	
		Secretary	
		Parliamentarian	

ARTICLE VI

No part of the net earnings of the association shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the association 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 in Article IV hereof. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and

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the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate of public office. Notwithstanding any other provision of these articles: the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an association, contributions to which are deductible under section 1709(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII

These Articles of Association may be amended from time to time as provided by the statute of the bylaws of the association: provided, however, that no amendment shall be made which would alter the purposes for which the association is organized as set forth in Article IV, or would cause any benefit to inure to any officer, director, incorporator, or member.

ARTICLE VIII

In the event of voluntary or involuntary dissolution of this association, the assets, after payment of just debts, shall be distributed exclusively for the purposes set out in Article IV and to organizations organized and operated exclusively for such purposes such as local government entity or an organization exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provisions of any subsequent revenue law or laws. The distribution shall be made by the board of directors, or pursuant to court order. In no event; however, shall such distribution inure to any person who has a personal and private interest in the activities of the association.

IN WITNESS WHEREOF, for the purpose of forming this association under the laws of the State of Texas, we, the undersigned constituting the Executive Board of the Association, have executed these Articles of Association on 0T.

Name	Year	Position	Address
		President	
		Vice President	
		Treasurer	
		Secretary	

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ARTICLES OF INCORPORATION

Corporation Name

The undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of **Corporation Name**:

ARTICLE I

The name of the corporation is **Corporation Name**.

ARTICLE II

The corporation is a nonprofit corporation. When it dissolves, all of its assets will be distributed to Canutillo Independent School District.

ARTICLE III

The duration of the corporation is perpetual.

ARTICLE IV

The purposes for organizing the corporation are to perform charitable activities within the meaning of Internal Revenue Code Section 501(c)(3) in Texas Code Section 11.18(c).

ARTICLE V

Except as these articles otherwise provide, the corporation has all of the powers provided in the Texas Non-Profit Corporation Act. Moreover, the corporation has all implied powers necessary and proper to carry out its express powers.

ARTICLE VI

The corporation may not pay dividends or other corporate income to its directors or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The corporation may not take any action prohibited by the Texas Non-Profit Corporation Act.

The corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3), and related regulations, rulings, and procedures. Nor may it 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 any related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation, or state law, the corporation may not:

1. Engage in activities or use its assets in manners that do not further one or more exempt purposes as set forth in these articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures except to an insubstantial degree.
2. Serve a private interest other than one clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.

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4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
5. Have objectives characterizing it as an “action organization” as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes.
7. Permit any part of the corporation’s net earnings to enure to the benefit of any private share holder or member of the corporation or any private individual.
8. Carry on an unrelated trade or business, except as a secondary purpose related to the corporation’s primary, exempt purposes.

ARTICLE VII

The corporation will have one or more classes of members as provided in the bylaws.

ARTICLE VIII

The street address of the corporation’s initial registered office is **Address**. The name of the initial registered agent at the office is **Name, Address**.

ARTICLE IX

The management of the corporation is vested in its board of directors and such committees that the Board may from time to time, establish. The bylaws provide the qualifications, manner of selection, duties, terms, and other matters relating to the board of directors. The initial board of directors will consist of five (5) persons:

Name	Year	Position	Address
		President	
		Vice President	
		Treasurer	
		Secretary	
		Parliamentarian	

The number of directors may be increased or decreased by amending the bylaws. The number of directors may not be decreased to fewer than three.

ARTICLE X

A director is not liable to the corporation or members for monetary damages for an act or omission in the Director’s capacity as Director except as otherwise provided by Texas statute.

ARTICLE XI

The corporation may indemnify a person 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 director or other person related to the corporation, as provided by the provisions of the Texas Non-Profit Corporation Act governing indemnification.

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ARTICLE XII

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

ARTICLE XIII

The name and address of the incorporator is **Name, Address**.

ARTICLE XIV

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by fewer than the majority of the member, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the corporation within sixty (60) days after the date of the earliest dated consent delivered to the corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If delivery is made to the corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The corporation will give prompt notice of the action taken to persons who do not sign consents. If the action requires documents to be filed with the Secretary of State, the filed documents will state that the written consent procedures have been properly followed. A telegram, telex, cablegram, or similar transmission by a member, or director, or committee member, or photographic, facsimile, or similar reproduction of the signed writing is to be regarded as being signed by the member, director, or committee member.

Name, Incorporator

COUNTY OF EL PASO

I, a Notary Public for the state of Texas, do hereby certify that on **Date**, personally appeared before me, **Incorporator Name**, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

Notary Public in and for the State of Texas