

**ARTICLES OF INCORPORATION
of the
FRIENDS OF THE WIMBERLEY VILLAGE LIBRARY**

The undersigned natural person over the age of eighteen years, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, adopts the following Articles of Incorporation for the Friends of the Wimberley Village Library:

**Article 1
Name**

The name of the corporation is the Friends of the Wimberley Village Library (hereinafter, the “Corporation”).

**Article 2
Non-Profit Corporation**

The Corporation is a not for profit corporation.

**Article 3
Purposes and Powers**

1. *Objects and purposes.* The Corporation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States internal revenue law), including any lawful act or activity not inconsistent with those purposes in which nonprofit corporations may engage under the Texas Non-Profit Corporation Act. These purposes include, but are not limited to, charitable and community service work to promote public use of the Wimberley Village Library, to foster an appreciation of its cultural and educational value to the community, and to encourage improvement of its resources and services.

2. *Powers.* To further these objects and purposes, the Corporation shall have and may exercise all the powers conferred by the laws of Texas on corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended. Specifically, the Corporation shall have the power to acquire, purchase, hold, lease, convey, mortgage, and pledge such real and personal property in Texas, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

Provided, however, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 its charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States internal revenue law).

b. 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 or in opposition to any candidate for public office.

c. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provision of any future United States internal revenue law).

3. *Dissolution.* Upon the dissolution of the Corporation, the Board of Directors of the Corporation, after paying or providing for payment of all liabilities of the Corporation, shall dispose of all the assets of the Corporation exclusively as follows: (1) to organizations qualified for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States internal revenue law); or (2) for a public purpose to the federal government, or to a state or local governmental entity, such as the Wimberley Village Library District. Any assets of the Corporation not so disposed of shall be disposed of by the county court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said court shall determine, which are organized and operated exclusively for such purpose.

Article 4 Duration

The period for which the Corporation is to exist is perpetual.

Article 5 Registered Office

The business address of the initial registered agent and the initial registered office of the Corporation is 400 FM 2325, P. O. Box 1240, Wimberley (Hays County), Texas 78676. The name of its initial registered agent, an individual resident of the State of Texas, is SuzAnne Beard.

Article 6 Membership and Management

The Corporation shall not have authority to issue capital stock. The Corporation shall have one or more classes of members as provided in the Bylaws. Management of the affairs of the Corporation shall be vested in its Board of Directors which shall have all powers granted by

Texas law and statutes. The number of directors constituting the initial board of directors of the Corporation is nineteen (19). They are to serve as directors until their successors are elected and qualified. The names and addresses of the persons who are to serve as the initial directors are:

Linda Blakistone	655 Clear Lake Drive, Wimberley TX 78676
Carrie Campbell	173 FM 3237, Building B., Wimberley TX 78676
Merry Gibson	310 Mill Race Lane, Wimberley TX 78676
Gaye Lynn Hodgson	1101 Dry Cypress Ranch Road, Wimberley TX 78676
Ria Hodgson	1101 Dry Cypress Ranch Road, Wimberley TX 78676
Marty Jeffers	41 Brookhollow Drive, Wimberley TX 78676
Lynn Long	39 Crazy Cross, Wimberley TX 78676
Judy Martino	501 Valley Ridge Road, Wimberley TX 78676
Marianne Mitchell	5 Elmbrook Drive, Wimberley TX 78676
Kaysa Pierce	5 Midland Street, Wimberley TX 78676
Carol Reynolds	22 Old Shawnee Trail, Wimberley TX 78676
Nicole Royal	143 Barberry Park, Driftwood TX 78619
Judy Sanford	2237 Sandy Point Road, Wimberley TX 78676
Steve Schubert	50 Cypress Point, Wimberley TX 78676
Mary Tucker	103 Augusta Drive, Wimberley TX 78676
Melody Valadez	301 Rolling Oaks Drive, Driftwood TX 78619
Suzy Valadez	301 Rolling Oaks Drive, Driftwood TX 78619
Nancy Wesson	46 Brookhollow Drive, Wimberley TX 78676
Sarah Willingham	34 Crazy Cross, Wimberley TX 78676

Article 7 Director Liability

To the full extent allowed by law—including without limitation the provisions of Article 1302-7.06 of the Texas Miscellaneous Corporation Laws Act, as amended—a director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission in his capacity as director, except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of the repeal or modification.

Article 8 Director Indemnification

Each person who acts as a director of the Corporation shall be indemnified by the Corporation, and such indemnity shall be mandatory, to the full extent allowed by law—including, without limitation, Article 1396-2.22A providing for mandatory indemnification and the Bylaws of the Corporation—against any costs, expenses, and liabilities which may be imposed upon or proceeding in which a director may be named as a party defendant by reason of his or her being or having been such director or by reason of any action alleged to have been taken or omitted by him or her in either such capacity and any person who, at the request of the Corporation, acts as a director of any of its subsidiary or affiliate corporations likewise shall be indemnified by the Corporation against any such costs, expenses and liabilities. The

right of indemnification herein provided for shall inure to each of the directors of the Corporation, whether or not the respective director is acting as such at the time such costs, expenses or liabilities are imposed or incurred. Any repeal or modification of this Article shall be prospective only, and shall not limit the obligation of the Corporation to indemnify a director of the Corporation serving at or prior to the time of the repeal or modification.

Article 9
Private Gain Prohibited

No member, director, or officer of the Corporation shall benefit financially from its dissolution. In the event of the dissolution of the Corporation, the assets of the Corporation shall be distributed as set forth in Article 3, paragraph 3, of these Articles of Incorporation.

Article 10
Incorporator

The name and street address of the incorporator is:

Gary Knight 855 Yorks Crossing, Driftwood, TX 78619

Gary Knight, Incorporator

State of Texas
County of Hays

Before me, a notary public, on this day personally appeared Gary Knight, known to me to be the person whose name is subscribed to the foregoing document and, being by me first sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office on _____, 2006.

Notary Public, State of Texas