

**Articles of Incorporation**  
**of the**  
**San Antonio Jaguar Club, Inc.**

We, the undersigned natural persons over the age of eighteen, acting as incorporators, adopt the following Articles of Incorporation for the San Antonio Jaguar Club, Inc., (Referred to as the "Corporation") under the *Texas Non-Profit Corporation Act*, (referred to as the "Act"):

**Article One: Name.**

The name of the corporation is the **SAN ANTONIO JAGUAR CLUB, INC.**

**Article Two: Non-Profit Corporation.**

The corporation is a non-profit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under *Internal Revenue Code*, § 501(c) for one or more purposes that are exempt under Federal law and/or Texas franchise tax.

**Article Three: Duration.**

The Corporation shall continue in perpetuity.

**Article Four: Purposes.**

The Corporation is organized exclusively as a club for pleasure, recreation and other non-profitable purposes, substantially all of the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any private shareholder, within the meaning of *Internal Revenue Code*, §501(c)(7).

**Article Five: Powers.**

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers, provided however, the Corporation shall not have the power to distribute assets on dissolution of the Corporation to members, or to do any act which would cause the Corporation to be ineligible for tax-exempt status under *Internal Revenue Code*, §501(c)(7) and related regulations, rulings and procedures.

### Article Six: Restrictions and Requirements.

A. The Corporation shall not pay dividends or other corporate income to its members, directors, or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act, or *Internal Revenue Code*, §501(c)(7) for non-profit, tax exempt organizations. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree which are not in furtherance of the purposes set forth above.

B. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under *Internal Revenue Code*, §501(c)(7) and related regulations, rulings and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under *Internal Revenue Code*, §170(c)(2) and related regulations, rulings and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above 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 that is clearly incidental to an overriding public interest.
3. Devote any part 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.
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 the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives characterized 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; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an exempt organization exempt from taxes under *Internal Revenue Code*, §501(c) to be used to accomplish the general purposes for which the Corporation was organized.

7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder 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 Seven: Membership.**

The Corporation shall have one or more classes of members as provided in the bylaws of the Corporation.

**Article Eight: Initial Registered Office and Agent.**

The name of its initial registered agent and the corporation's registered office is:

Alex H. Coy III, Esq.  
Texas Bank North Building  
13750 Highway 281 N., Suite 700  
San Antonio, Texas 78232

**Article Nine: Board of Directors**

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the bylaws. The initial Board of Directors shall consist of four persons. The number of directors may be increased or decreased by adoption or amendment of bylaws. In electing directors, members shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates. The names and addresses of the initial Board of Directors is as follows:

<u>Name of Director</u>	<u>Street Address:</u>
Frances S. Curran	13310 Cassia Way San Antonio, Texas 78232
James E. Curran, Jr.	13310 Cassia Way San Antonio, Texas 78232
Paul D'Souza	413 W. Olmos Drive San Antonio, Texas 78212
Lisa Musial	13441 Blanco Road San Antonio, Texas 78216

**Article Ten:  
Limitation on Liability of Directors.**

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 to the extent otherwise provided by a statute of the State of Texas.

**Article Eleven: Indemnification.**

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 regardless of the provisions of the Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members, or others related to the Corporation.

**Article Twelve: Construction.**

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

**Article Thirteen: Incorporators.**

The name and address of each incorporator is:

<u>Incorporator:</u>	<u>Street Address:</u>
Alex Hernandez Coy III	13750 Highway 281 N., Suite 700 San Antonio, Texas 78232
Frances S. Curran	13310 Cassia Way San Antonio, Texas 78232

In Witness Whereof, we have hereunto set our hands this 17<sup>th</sup> day of July, 1994.

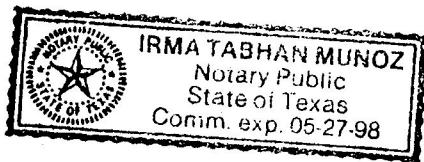
Frances S. Curran  
FRANCES S. CURRAN

Alex Hernandez Coy III  
ALEX HERNANDEZ COY III

State of Texas §

County of Bexar §

I, the undersigned Notary Public, do hereby certify that on this 7<sup>th</sup> day of July, 1994, personally appeared before me, FRANCES S. CURRAN and ALEX HERNANDEZ COY III, who, being by me first duly sworn, separately and severally declared that he or she is the person who signed the foregoing document as incorporator, and the statements therein contained are true to their knowledge and belief.



*Irma Tabhan Munoz*  
Notary Public, State of Texas