

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WISE COUNTY UNITED CHARITIES, INC.

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation. The amendment was adopted by a majority vote of the directors in office, there being no members having voting rights.

ARTICLE ONE

The new name of the corporation is United Way of Wise County, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the directors of the corporation on September 13, 1990. The following Articles of Incorporation are added and adopted as modification and in addition to the original Articles of Incorporation; which said original Articles remain in effect except as herein modified:

ARTICLE I

The name of Wise County United Charities, Inc. is now changed to United Way of Wise County, Inc.

ARTICLE II

Section 1. The business of the corporation is to be transacted in Wise County, Texas, and elsewhere within or without the State of Texas. The principal place of business is the City of Decatur, Wise County, Texas.

ARTICLE III

Section 1. The corporation is a corporation as defined in the Texas Non-Profit Corporation Code.

Section 2. Nothing herein shall authorize this corporation directly or indirectly, to engage in or include among its purposes, any of the activities excluded by the Texas Non-Profit Corporation Code.

Section 3. Said corporation is organized exclusively for charitable 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 section of any future federal tax code.

Section 4. No substantial part of the activities of the corporation shall be the carrying on a 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.

Section 5. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article IV hereof.

Section 6. No property, profits or other funds of the corporation shall be distributed in the form of dividends, or otherwise but all of its funds and earnings from whatever source, shall be devoted to its avowed purposes as stated in its charter. No member of the corporation shall have any individual proprietary right or interest in any of the property of the corporation.

Section 7. The term for which this corporation shall exist shall be perpetual unless this corporation be dissolved according to law.

Section 8. The property of this corporation is irrevocable dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof the remaining assets will not inure to the benefits of any private person, including any member or officer of the corporations, but will be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established and maintained its tax-exempt status under Sections 501(c)(3) and 509(a)(1), (2) or (3) of the Internal Revenue Code, or to a local government for a public purpose.

ARTICLE IV

Section 1. The purpose of this organization shall be :

(a) To develop as fully as possible the financial resources, both governmental and voluntary, needed to

meet the health and human care needs of the community and reduce the number of appeals for financial support for services by means of a unified campaign, with the object of reducing duplication of effort and expense caused by separate campaigns.

(b) To distribute United Way financial support so as to make the best use of the resources available to participating local, state or national health and human care agencies for services which meet the needs of the community.

(c) To study community conditions through research and in other ways and to compile material to be used in social planning and seek solutions for the problems disclosed by such studies.

(d) To muster support and commitment for the entire United Way enterprise through a communications program which both speaks and listens to the community.

(e) To manage United Way operations effectively, and to offer assistance to agencies wishing to improve their management skills.

(f) To receive by gift, grant, devise, bequest or otherwise, and from any private or public source, personal or real property, and to hold, administer, sell, invest, reinvest, manage, use disburse and distribute, and apply the income and/or principal or the same in accordance with the directions and intent of the donor or donors of such property, or in the absence of such directions, as the corporation may deem best from time to time, for the promotion of any or all of the foregoing purposes.

(g) To do any and all things, either alone or in cooperation with other organizations or institutions, and either directly or by contribution to such other organizations or institutions, which it may deem necessary or proper in order to carry into effect any or all of the foregoing objects or purpose.

ARTICLE V

Section 1. All persons, firms, and corporations contributing to the United Way of Wise County, Inc., shall be Contributing Members of this organization for the fiscal year for which contributions are made.

Section 2. Any resident of this community agreeing to give service to or in behalf of this organization may, upon the approval of the Executive Committee, become a Contributing Member of the United Way of Wise County, Inc.

Section 3. Contributing Members shall be entitled to all rights incident to membership, including the right to vote for election of the Board of Directors at the Annual Meeting.

ARTICLE VI

Section 1. The affairs of this corporations shall be under the control of the Board of Directors consisting of not less than 20 persons who are residents of Wise County, Texas, all of whom shall be volunteers and neither paid personnel of this corporation nor of any organization receiving financial support from this corporation.

Section 2. The Directors shall be elected at an Annual Meeting from among the Contributing Members for such terms as may be provided by the By-Laws of this corporation. Vacancies occurring by death, resignation, or otherwise in the Board of Directors, shall be filled by the remaining Directors in such manner as the By-Laws shall prescribe. Any Director may at any time resign by written resignation filed with the Secretary/Treasurer of the corporation. Directors shall receive no compensation for their services as members of the Board of Directors.

Section 3. The Board of Directors shall create an Executive Committee to consist of not less than five members of the Board which shall have powers as shall be prescribed by the By-Laws and by the Board of Directors. The Board of Directors shall create such standing and special committees and shall assign to each of them such duties and responsibilities as the purpose of the corporations may from time to time require.

Section 4. This corporation may have such agents and employees as shall be determined from time to time by the Board of Directors.

Section 5. The Board of Directors of the corporation shall have the right to amend, alter, change, add to or repeal any provisions as provided in the By-Laws so long as such changes are consistent with the laws of this State which define, limit, or regulate the powers of this corporation or the this corporation. It shall take the action of two-thirds majority of the Board of Directors to accomplish such amendments, alterations or changes. Such changes shall be submitted to the Board of Directors at least thirty (30) day prior to consideration.

No other change in the Articles of Incorporation as filed is contemplated at the present time.

Dated: September 13, 1990

UNITED WAY OF WISE COUNTY, INC.

BY: Alvin R. Keefer
Alvin R. Keefer, President

AND

William Ray Cook
William Ray Cook, Jr., Secretary

THE STATE OF TEXAS §
COUNTY OF WISE §

BEFORE ME, a notary public, on this day personally appeared Alvin R. Keefer and William Ray Cook, Jr., known to me to be the persons whose names are subscribed to the foregoing document and, being first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 13th day of September, 1990.

Ginger D. Hilborn
Notary Public, State of Texas
My commission expires: 5-26-91
Ginger D. Hilborn