

FILED
In the Office of the
Secretary of State of Texas

ARTICLES OF INCORPORATION

AUG 28 1989

OF

MY BROTHER'S HELPER

Corporations Section

We, the undersigned natural persons, being at least eighteen (18) years of age, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation (the "Articles") for such corporation:

ARTICLE I.
CORPORATE NAME

The name of the corporation (the "Corporation") is "My Brother's Helper". The Corporation is a non-profit Corporation.

ARTICLE II.
DURATION

The period of its duration is perpetual.

ARTICLE III.
NON-PROFIT CORPORATION

The Corporation is organized pursuant to the Texas Non-Profit Corporation act (the "Act") and shall be operated exclusively for charitable, religious and educational purposes, as described below. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes). No member, director, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to the State of Texas or to one or more charitable, religious, scientific, literary, or educational organizations which are exempt from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "IRC"), for one or more purposes that are exempt under the Texas franchise tax laws.

The Corporation is not the successor of any previous association, organization, corporation, partnership or activity, but is a new venture.

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ARTICLE IV.
PURPOSE

The sole and exclusive purposes for which the corporation is organized are as follows:

To perform charitable, religious, educational, and certain other activities within the meaning of the following: (i) Section 501(c)(3) of the IRC; and (ii) Section 11.18(c)(1) of the Texas Tax Code.

Specifically, without contradicting the statement of purpose made above, the Corporation may operate one or more charitable service centers for the benefit of homeless, hungry, and other persons who do not have the means or ability to satisfy their basic human needs, and purposes related thereto. The Corporation may operate one or more shelters for the homeless, soup kitchens for the hungry, medical clinics for the indigent and infirm, and provide psychological, religious, and vocational services to those persons who cannot afford to pay for such services. The Corporation may perform the activities described in this paragraph and other activities only to the extent permitted in the first sentence of this Article IV.

The Corporation shall attempt to obtain the status of a tax exempt organization under Section 501(c)(3) (or Section 501(c)(6), if applicable) of the IRC.

ARTICLE V.
POWERS

Except as specifically limited in these Articles, the Corporation, its agents, officers, directors and employees will have all of the express and implied powers provided in the Act to carry out the purposes of the Corporation described in these Articles.

ARTICLE VI.
RESTRICTIONS AND REQUIREMENTS

The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under IRC Section 170(c)(2). Regardless of any other provision in these Articles, or state law, the Corporation shall have no power to take any of the following actions:

1. Engage in activities or use its assets in a manner that is not in furtherance of one or more exempt purposes, as defined by the IRC, except to an insubstantial degree.

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2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propoganda or otherwise, except as provided by the IRC.
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 that characterize it as an "action organization" as defined by the IRC.
6. Distribute its assets on dissolution, except as provided in these Articles.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any director, member, officer, or private individual, except to the extent expressly permitted in these Articles.
8. Carry on an unrelated trade or business, except as a secondary purpose related to the Corporation's primary, exempt purposes.
9. The Corporation shall, at all times, meet all of the conditions prescribed by Section 508(e)(1) of the IRC for qualifying as a tax exempt organization under Section 501(a), including (but not limited to) the following"

(a) That the Corporation distribute its income for the taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942; and

(b) That the Corporation is prohibited from (i) engaging in any act of self-dealing (as defined in Section 4941(d) of the IRC); (ii) from retaining any excess business holdings (as defined in Section 4943(c) of the IRC); (iii) from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the IRC; and (iv) from making any taxable expenditures (as defined in Section 4945(d) of the IRC).

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ARTICLE VII.
BOARD OF DIRECTORS

The management of the Corporation shall be vested in the Board of Directors (the "Board of Directors"). The qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors shall be provided in the by-laws of the Corporation (the "By-Laws"). In the election of directors, the members may not cumulate their votes. The number of directors may be increased or decreased from time to time by amendment to the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent director and the number of directors shall never be less than three(3). The term of office for directors shall be fixed by the By-Laws. The initial number of directors shall be three (3). The names and addresses of the persons who are to serve as the initial directors, until their successors are duly elected and qualified at the organizational meeting of the Corporation, are as follows:

Douglas C. Reeves
1458 Scharpe
Houston, Texas 77023

Marilil Johnson Reeves
1458 Scharpe
Houston, Texas 77023

William M. Bell, Jr.
Five Post Oak Park, Suite 1750
Houston, Texas 77027

ARTICLE VIII.
MEMBERS

The Corporation shall have one or more classes of members who, individually and collectively, shall have such rights, privileges and obligations as prescribed in the By-Laws, provided that no such rights, privileges or benefits of any nature shall affect the purposes set forth in Article IV of these Articles, or inure to the benefit of members except as otherwise permitted by Sections 170, 501(c)(3), 2055 and 2512 of the IRC.

ARTICLE IX.
BY-LAWS

The initial Board of Directors, at the organizational meeting of the Corporation, shall adopt the initial By-Laws of the Corporation. The power to amend the By-Laws and to adopt new By-Laws shall be vested in the Board of Directors.

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ARTICLE X.
INDEMNIFICATION

The Corporation may indemnify any director or officer or former director or officer of the Corporation to the extent permitted in the Act, or other applicable law. The Board of Directors shall have the power to define the requirements and limitations with respect to such indemnification, and shall have the power to obtain insurance coverage with respect to such risks.

ARTICLE XI.
REGISTERED OFFICE/AGENT

The name of the initial registered agent of the Corporation is Douglas C. Reeves and his address, which is the initial registered address of the Corporation, is 1458 Scharpe, Houston, Texas 77023.

ARTICLE XII.
INCORPORATORS

The names and addresses of the incorporators of the Corporation, all of whom are citizens of the State of Texas, are as follows:

Douglas C. Reeves
1458 Scharpe
Houston, Texas 77023

Marilil Johnson Reeves
1458 Scharpe
Houston, Texas 77023

William M. Bell, Jr.
Five Post Oak Park, Suite 1750
Houston, Texas 77027

ARTICLE XIII.
CONSTRUCTION

All references to the IRC, statutes, laws, regulations, rules, or other sources of legal authority shall, in all instances, refer to (in addition to the cited authority) all amendments, replacements, successors thereto, and all regulations, official

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interpretations and rulings with respect thereto.

IN WITNESS WHEREOF, we have hereunto set our hands, this 24th day of August, 1989.

INCORPORATORS:

Douglas C Reeves
Douglas C. Reeves

Marilil Johnson Reeves
Marilil Johnson Reeves

William M Bell, Jr.
William M. Bell, Jr.

THE STATE OF TEXAS)
)
COUNTY OF HARRIS)

I, the undersigned Notary Public, do hereby certify that on the 24th day of August, 1989, personally appeared before me Douglas C. Reeves, who after having been 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.

SUBSCRIBED AND SWORN to before me, this 24th day of August, 1989.

(SEAL)

P. R. Richardson
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

My Commission Expires: 12-10-92

THE STATE OF TEXAS)
)
COUNTY OF HARRIS)

I, the undersigned Notary Public, do hereby certify that on the 24th day of August, 1989, personally appeared before me Marilil Johnson Reeves, who after having been by me first duly

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sworn, declared that she is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

SUBSCRIBED AND SWORN to before me, this 24th day of August, 1989.

(SEAL)

P. R. Richardson
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

My Commission Expires: 12-10-92

THE STATE OF TEXAS }
 }
COUNTY OF HARRIS }

I, the undersigned Notary Public, do hereby certify that on the 24th day of August, 1989, personally appeared before me William M. Bell, Jr., who after having been 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.

SUBSCRIBED AND SWORN to before me, this 24th day of August, 1989.

(SEAL)

P. R. Richardson
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

My Commission Expires: 12-10-92

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June 22, 1989

WHOM IT MAY CONCERN:

My Brother's Place Catering, Inc. hereby consents to the use of the name "My Brother's Helper" in connection with a Texas non-profit corporation to be located in Houston, Texas.

MY BROTHER'S PLACE CATERING, INC.

Donald D. Washburn

DONALD D. WASHBURN,
President