
SECTION ONE: ARTICLES AND BYLAWS

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The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

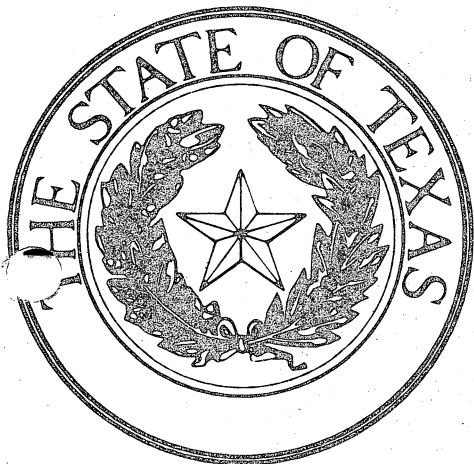
THE ROBOT GROUP

Charter No. 1253344

The undersigned, as Secretary of State of the State of Texas, hereby certifies that Articles of Incorporation for the above corporation duly signed pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation and attaches hereto a copy of the Articles of Incorporation.

Dated DEC. 17, 19 92.



John Hannah Jr

Secretary of State

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THE ROBOT GROUP

ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

November 17, 1992

DEC 17 1992

Corporations Section

We, the undersigned natural persons over the age of 18, acting as incorporators, adopt the following Articles of Incorporation of THE ROBOT GROUP under the Texas Non-Profit Corporation Act.

1. The name of the corporation is THE ROBOT GROUP.
2. The period of its duration shall be perpetual.
3. THE ROBOT GROUP shall be a non-profit corporation in compliance with section 501(c)(3) of the United States Internal Revenue Code or corresponding section of any future United States federal tax code.
 - (a) No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes), and no director or 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.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in I.R.S. Sections 501(h) and 4911), and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.
 - (b) The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the regulations of the Internal Revenue Service as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the applicable regulations of the Internal Revenue Service as they now exist or as they may hereafter be amended.
 - (c) Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations of the Internal Revenue Service as they now exist or as they may hereafter be amended.
 - (d) The corporation is organized pursuant to the Texas Non-Profit Corporation Act for non-profit purposes and does not contemplate pecuniary gain or profit.
4. The purpose of THE ROBOT GROUP shall be:
 - to promote excellence and innovation in the integration of advanced technology with the arts;
 - to provide a forum for interaction between artists and technologists;
 - to serve as a non-profit umbrella for and to secure funding for projects which explore the relationship between arts and technology;
 - to combat technophobia through educational outreach by staging public events and by involving youth in Robot Group projects as defined above.
5. The name of the Registered Agent of THE ROBOT GROUP shall be Alexander Iles. The address of the Registered Office of THE ROBOT GROUP shall be 6912 Chinook Drive, Austin, TX 78736.

6. The qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors of THE ROBOT GROUP shall be provided by the bylaws. The initial Board of Directors of THE ROBOT GROUP shall consist of three (3) persons. The number of directors may be increased or decreased by adoption or amendment of the Bylaws. In electing directors, members may be permitted to cumulate their votes by giving one (1) 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 initial Board of Directors of THE ROBOT GROUP shall be:

Alexander Iles, 6912 Chinook Drive, Austin, TX 78736

William J. Craig, 8404 Roan Lane, Austin, TX 78736

David Santos, 1000 Daniel Drive, Austin, TX 78703

The Board of Directors shall, as soon after incorporation as possible, hold an organizational meeting to adopt bylaws as presented by the Voting Membership and to conduct other business necessary for the upstart of the corporation.

7. THE ROBOT GROUP shall have three (3) classes of members as provided in the Bylaws of the corporation, and are generally described as follows:

- Charter Member: Any individual indicated within this document as an incorporator shall be a Charter Member.
- Voting Member: Any charter member, or any individual who is nominated by no less than two (2) members of, and approved by a majority of, the voting membership shall be a Voting Member. Voting Members are subject to removal due to death, resignation, nonmaintenance of dues, or determination of gross misconduct by a two-thirds (2/3) majority of the voting membership.
- Associate Member: Any member of the general public, upon maintenance of dues, shall be an Associate Member.

8. The names and street addresses of the Incorporators of THE ROBOT GROUP are as follows:

Gilbert Andrade
2601 Penny Lane #301
Austin, Texas 78758

Linda L. G. Brown
6700 Cooper, #103
Austin, Texas 78745

Brooks Edward Coleman
1000 Daniel Drive
Austin, Texas 78704

William J. Craig
8404 Roan Lane
Austin, Texas 78736

Glenn Roy Currie
608 Garden Path Cove
Round Rock, Texas 78664

Mark Dommers
8016 Stillwood Lane
Austin, Texas 78758

David Hutchings
12705 Bullick Hollow Road
Austin, Texas 78726

Alexander Iles
6912 Chinook Drive
Austin, Texas 78736

Vadim Anderson Konradi
4004 North Hills Drive
Austin, Texas 78731

John Lovgren
11900 Millwright Parkway
Austin, Texas 78750

Joseph Perez
1100 Gunter
Austin, Texas 78702

Karen E. Pittman
10205 Aqua Azul Court
Austin, Texas 78733

Charlene Sainsott
Route 1 Box 20A
Smithville, Texas 78957

Craig Sainsott
Route 1 Box 20A
Smithville, Texas 78957

David Santos
1000 Daniel Drive
Austin, Texas 78704

Timothy Sheridan
2728 Rio Grande, #111
Austin, Texas 78705

John K. Witham
10205 Aqua Azul Court
Austin, Texas 78733

Harry Bolch
913 Mockingbird Drive
Manhaca TX 78652

9. The corporation shall indemnify directors and officers of the corporation to the fullest extent required by Article 2.22A of the Texas Non-Profit Corporation Act and my indemnify directors, officers, employees and agents of the corporation to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act, subject in each case to the restrictions, if any, contained in the corporation's Articles of Incorporation. The corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of its directors, officers, employees and agents to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act.

WE, the undersigned, execute these Articles of Incorporation on the dates noted below, as Incorporators of THE ROBOT GROUP, and hereby commit to faithfully uphold the mission and structure of this incorporation as set forth within this document.

Gilbert Andrade 12/3/92 / *Linda L. G. Brown* 11/17/92
Gilbert Andrade date Linda L. G. Brown date

Brooks Edward Coleman 11/17/92 / *William J. Craig* 11/19/92
Brooks Edward Coleman date William J. Craig date

Glenn Roy Currie 11/19/92 / *Mark Dommers* 11/19/92
Glenn Roy Currie date Mark Dommers date

David Hutchings 11/17/92 / *Alexander Iles* 11/17/92
David Hutchings date Alexander Iles date

Vadim Anderson Konradi 12/3/92 / *John Lovgren* 12/3/92
Vadim Anderson Konradi date John Lovgren date

Joseph Perez 12/7/92 / *Karen E. Pittman* 12/6/92
Joseph Perez date Karen E. Pittman date

Charlene Sainsott 12/10/92 / *Craig Sainsott* 12/10/92
Charlene Sainsott date Craig Sainsott date

David Santos 11-17-92 / *Timothy Sheridan* 11-19-92
David Santos date Timothy Sheridan date

John K. Witham 12-3-92
John K. Witham date

H.B.P. 12/10/92

Bylaws of THE ROBOT GROUP

I. Offices

The principal office of the corporation in the State of Texas will be located in the City of Austin, County of Travis. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation will have and continuously maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

II. Members

A. Classes of Members

The corporation will have three (3) classes of members. The designation of such classes and the qualifications and rights of the members of such classes are as follows:

1. Charter Member:

Any individual indicated within the Articles of Incorporation as an incorporator shall be a Charter Member.

2. Voting Member:

Any Charter Member, or any individual who is nominated by no less than two (2) members of, and approved by a majority of, the Voting Membership shall be a Voting Member. Voting Members are subject to removal due to death, resignation, non-maintenance of dues, or determination of gross misconduct by a two-thirds (2/3) majority of the Voting Membership.

3. Associate Member:

Any member of the general public, upon maintenance of dues, shall be an Associate Member.

B. Voting Rights

Each Voting Member is entitled to one vote on each matter submitted to a vote of the members.

C. Termination of Membership

The voting membership, by affirmative vote of two-thirds (2/3) of all of the voting members present at any regularly constituted or specially called meeting, may terminate the membership of any member for cause, or who becomes ineligible for membership, or suspend or expel any member who is in default in the payment of dues for a period of three months or more.

D. Resignation

Any member may resign by filing a written resignation with the Board of Directors, but

Bylaws of THE ROBOT GROUP

such resignation will not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

E. Reinstatement

Upon written request signed by a former member and filed with the corporation, the Voting Membership may, by the affirmative vote of two-thirds (2/3) of the Voting Members, reinstate the former member to membership upon such terms as the Voting Membership may deem appropriate.

F. Transfer of Membership

Membership in this corporation is not transferable or assignable.

III. Meeting of Members

A. Annual Meeting

An annual meeting of the Voting Members will be called by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday, the meeting will be held on the next succeeding business day. If the election of Directors is not held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors will cause the election to be held at a special meeting of the Voting Membership as soon thereafter as convenient.

B. Special Meetings

Special meetings of the members may be called by the Board of Directors, or by not less than one-tenth (1/10) of the Voting Membership.

C. Place of Meeting

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting will be the registered office of the corporation; but if all of the members meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting will be valid without call or notice, and at such meeting any corporate action may be taken.

D. Notice of Meetings

Written notice stating the place, day and hour of any meeting of members will be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of the meeting, by or at the direction of the president, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called will be stated in the notice. If mailed, the notice of a meeting will be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the

corporation, with postage thereon prepaid.

E. Informal Action by Members

Any action required by law to be taken at a meeting of the Voting Members, or any action which may be taken at a meeting of the Voting Members may be taken without a meeting if a consent in writing, setting forth the action so taken, will be signed by all of the members entitled to vote with respect to the subject matter thereof.

F. Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy will be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

G. Quorum

A majority of the Voting Membership will constitute a quorum for the transaction of business at any meeting of the Voting Membership; but if less than a majority of the Voting Members are present at said meeting, a majority of the Voting Members present may adjourn the meeting from time to time without further notice.

H. Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present will be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

I. Voting by Mail

Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by postal mail or by electronic means in such manner as the Board of Directors determines.

IV. Board of Directors

A. General Powers

The affairs of the corporation will be overseen by its Board of Directors. Directors need not be residents of the State of Texas or members of the corporation.

B. Number, Tenure, and Qualifications

The number of Directors will be three (3). Each Director will hold office until the next annual meeting of members and until his successor will have been elected and qualified.

C. Regular Meetings

A regular annual meeting of the Board of Directors will be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the board

Bylaws of THE ROBOT GROUP

without other notice than such resolution.

D. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them.

E. Notice

Notice of any special meeting of the Board of Directors will be given at least two days previously thereto each Director at his address as shown by the records of the corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice will be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

F. Quorum

A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

G. Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

H. Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the Voting Membership. A director elected to fill a vacancy will be elected for the unexpired term of his predecessor in office.

I. Compensation

Directors as such will not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained will be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

J. Information Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors.

V. Officers

A. Officers

The officers of the corporation will be a President, one or more Vice Presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it deems desirable, such officers to have the authority, and to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers must be Voting Members of the corporation.

B. Election and Term of Office

The officers of the corporation will be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer will hold office until his successor will have been duly elected and will have qualified.

C. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby, but such removal will be without prejudice to the contract if any, of the officer so removed.

D. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

E. President

The President will be the principal executive officer of the corporation and will in general supervise and control all of the business and affairs of the corporation. He will preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he will perform all duties incident to the office of President and such other duties as may be prescribed by the

Bylaws of THE ROBOT GROUP

Board of Directors from time to time.

F. Vice President

In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) will perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. Any Vice President will perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

G. Treasurer

If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors determines. He will have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as are selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

H. Secretary

The Secretary will keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under the seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

I. Assistant Treasurers and Assistant Secretaries

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

VI. Committees

A. Committees and Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may

designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan of the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

B. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

C. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

D. Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. The chairman shall be a Voting Member of the corporation.

E. Vacancies

Vacancies in the membership in any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

F. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the

Bylaws of THE ROBOT GROUP

act of the committee.

G. Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

VII. Contracts, Checks, Deposits, and Funds

A. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

B. Checks, Drafts, Etc.

All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the corporation.

C. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

D. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

VIII. Certificates of Membership

A. Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or by a Vice-President and the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

B. Issuance of Certificates

When a member who has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under Paragraph A. of this article.

IX. Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

X. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

XI. Dues

A. Annual Dues

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

B. Payment of Dues

Dues shall be payable in advance on the first day of February in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

C. Default and Termination of Membership

When any member of any class shall be in default in the payment of dues for a period of 3 months from the beginning of the fiscal year or period for which such dues became payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Section II. of these bylaws.

XII. Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "corporate seal".

XIII. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

XIV. Standards, Policies, and Procedures

A. Standards

A document describing minimum standards for projects performed under the auspices of the corporation shall be adopted by the Board of Directors at each regular annual meeting.

B. Policies

A document describing policies and rules of conduct for members' behavior with respect to the corporation shall be adopted by the Board of Directors at each regular annual meeting.

C. Procedures

A document describing procedures for performing business internal to the corporation shall be adopted by the Board of Directors at each regular annual meeting.

D. Amendments to Standards, Policies, and Procedures

The Board of Directors, by majority vote, may, at any time, modify the documents describing standards, policies, or procedures as it sees fit.

XV. Amendments to Bylaws

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two day's written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

I certify that the foregoing bylaws were approved unanimously by the Voting Membership on April 15, 1993.

Alexander Iles, President date

Alexander Iles 4/16/93

~~Glenn R. Currie, Secretary~~ date

William James Craig
William James Craig 4/16/93

Tickler List of Corporate Deadlines

A Texas corporation must meet certain requirements and deadlines to avoid penalties and preserve its identity as a corporation. The calendar below lists many of these important corporate dates. Your legal or tax counsel can answer questions and help you with these filings.

If the corporation wishes to use a noncalendar tax year, its very first IRS filing must elect the noncalendar year, even if the first filing is simply to request an employer ID number. Caution: If not asserted in the first IRS filing, the right to elect a noncalendar year is lost.

INITIAL

ACTIONS

Hold **Organizational Meeting** of the Board of Directors to authorize noncalendar tax year (if desired), decide on IRS Subchapter S election (if desired), elect and charge corporate officers, approve bylaws, adopt banking resolution, issue shares, and take any other actions needed.

Elect a **noncalendar tax year** (if desired) on the first form filed with the IRS or lose the opportunity to do so.

Obtain an **employer ID number** by filing IRS Form SS-4.

Elect **Subchapter S status** (if desired) by filing IRS Form 2553. Preferable: file 2553 and SS-4 together.

Caution: 2553 is due before the 16th day of third month of your tax year.

If a **close corporation**, file the "Statement of Operation as a Close Corporation" with the Texas Secretary of State before conducting any business.

File application for a **sales tax permit** if needed, and any **other required licenses** or permits. (Some permits owned by a related proprietorship or partnership may be transferred to the corporation.)

If a partnership is incorporating, publish **notice of incorporation** to creditors.

Obtain **Worker's Compensation** and **general liability insurance**.

15th of EACH

MONTH

Deposit **tax related to employees' wages** of previous month (income, Social Security, Medicare). Use IRS Form 8109. Caution: If the deposit amount is less than \$500 or more than \$3,000, other procedures apply

JAN. 31

Mail or give a **wage statement**, IRS Form W-2, to each employee of previous year.

Pay any undeposited **federal unemployment tax** and file IRS Form 940 or 940-EZ.

On IRS Form 941, report wages and **tax related to employees' wages** of previous quarter (income, Social Security, Medicare). Pay any undeposited withheld tax.

Deposit **federal unemployment tax** for previous quarter if it is more than \$100.

Pay the previous quarter's **state unemployment tax** and file "Employer's Quarterly Report" with the Texas Employment Commission.

FEB. 28

With IRS Form W-3, report **wage information** to the Social Security Administration. Include copies of all W-2s. Make no payment.

MAR. 15

Pay IRS **corporate income tax** and file IRS Form 1120 (or 1120-A). Alternative: file for a six-month **extension** with Form 7004, but estimated tax is due now.

APRIL 30

On IRS Form 941, report wages and **tax related to employees' wages** of previous quarter (income, Social Security, Medicare). Pay any undeposited withheld tax.

Deposit **federal unemployment tax** for previous quarter if it is more than \$100.

Pay the previous quarter's **state unemployment tax** and file "Employer's Quarterly Report" with the Texas Employment Commission.

MAY 15

Pay **state franchise tax** and file forms sent by Comptroller. Alternative: file for a six-month **extension**, but estimated tax is due now.

JULY 31

On IRS Form 941, report wages and **tax related to employees' wages** of previous quarter (income, Social Security, Medicare). Pay any undeposited withheld tax.

Deposit **federal unemployment tax** for previous quarter if it is more than \$100.

Pay the previous quarter's **state unemployment tax** and file "Employer's Quarterly Report" with the Texas Employment Commission.

OCT. 31

On IRS Form 941, report wages and **tax related to employees' wages** of previous quarter (income, Social Security, Medicare). Pay any undeposited withheld tax.

Deposit **federal unemployment tax** for previous quarter if it is more than \$100.

Pay the previous quarter's **state unemployment tax** and file "Employer's Quarterly Report" with the Texas Employment Commission.

DEC. 31

When desired, file **Articles of Dissolution** to dissolve the corporation and avoid further franchise tax.

Recommended: hold **Shareholders Meeting** annually after initial share issue.

If you have **questions or need help** making any of these filings, please contact your legal or tax counsel:

12/16/91