



**ARTICLES OF INCORPORATION
OF
CLAYTON DABNEY FOUNDATION FOR KIDS WITH CANCER**

I, the undersigned natural person of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as the incorporator of a Corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I.

The name of the Corporation is the Clayton Dabney Foundation For Kids With Cancer.

ARTICLE II.

The Corporation is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (hereinafter referred to as the "Code"), or as a corporation contributions to which are deductible under Section 170(a)(1) of the Code by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code.

ARTICLE III.

The period of the Corporation's duration is perpetual.

ARTICLE IV.

The purposes for which the Corporation is organized are:

(1) To operate exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Code, by engaging directly in support of such purposes or by making distributions to other organizations for use, by the distributees, in support of such purposes; and

(2) To engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

The Corporation shall not carry on, other than as an insubstantial part of its activities, activities that are not in furtherance of its purposes.

ARTICLE V.

The street address of the initial registered office of the Corporation is 8150 North Central Expressway, Suite 795, Dallas, Texas, 75206, and the name of its initial registered agent at such address is Scott Dabney.

ARTICLE VI.

The number of directors constituting the initial board of directors of the Corporation is nine (9). The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Scott Dabney	D&D Financial Group, L.L.C. 8150 N. Central Expressway Suite 795 Dallas, Texas 75205
Shelby Stillman Dabney	3529 Caruth Boulevard Dallas, Texas 75225
Nancy Donosky Ross	3301 Colgate Dallas, Texas 75225
Anne Jones Helbing	6724 Woodland Drive Dallas, Texas 75225
Scott Murray	KXAS TV - Channel 5 P.O. Box 1780 Fort Worth, 76101
Barton A. Kamen, M.D., Ph.D.	University of Texas Southwestern Medical Center 5323 Harry Hines Boulevard Dallas, Texas 75235-9063
R. Stephen Folsom	Folsom Properties 16475 Dallas Parkway, Suite 800 Dallas, Texas 75248
Fin Ewing	Ewing Buick, Pontiac, GMC Trucks 4464 W. Plano Parkway Plano, Texas 75093

B. Davis, Jr., M.D.

Intelligence Retrieval Systems LLC
1700 Dallas Parkway, Suite 155
Dallas, Texas 75248

The full and complete management and control of the Corporation shall be vested in the board of directors, the number of which shall be subject to change from time to time; provided, however, that the number of directors shall never be less than three (3).

ARTICLE VII.

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a trustee, officer, partner, venturer, proprietor, director, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Texas Non-Profit Corporation Act, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors or any committee thereof, special legal counsel, or members, if any) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its board of directors or any committee thereof, special legal counsel, or members, if any) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of members, if any, or directors, agreement, or otherwise. To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this article shall extend to proceedings involving the negligence of such persons. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted

by law and may indemnify any other person to the fullest extent permitted by law. The Corporation may purchase and maintain insurance on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against that liability under this Article or by statute. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article and no insurance may be maintained on behalf of any person if such indemnification or maintenance of insurance would subject the Corporation or such person to income or excise tax under the Code, including any tax asserted under Chapter 42 of the Code. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

ARTICLE VIII.

To the fullest extent permitted by applicable law, no director of the Corporation shall be liable to the Corporation for monetary damages for an act or omission in such director's capacity as a director of the Corporation, except that this paragraph shall not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (1) a breach of such director's duty of loyalty to the Corporation;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such director's office; or
- (4) an act or omission for which the liability of such director is expressly provided for by statute.

Any repeal or amendment of this paragraph by the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions, a director shall not be liable to the Corporation to such further extent as permitted by any law hereafter enacted, including without limitation, any subsequent amendments of the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act.

ARTICLE IX.

The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in its board of directors.

ARTICLE X.

The Corporation shall have no members.

ARTICLE XI.

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 to or for the Corporation affecting one or more of its purposes.

ARTICLE XII.

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 any candidate for public office.

ARTICLE XIII.

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute such assets to such other eligible organization or organizations (as hereinafter defined) as the board of directors shall determine exclusively in furtherance of purposes under Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Probate Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such eligible organization or organizations as said court shall determine. For purposes of this article, "eligible organization" or "eligible organization or organizations" shall refer to an organization or organizations exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or as a corporation contributions to which are deductible under Section 170(a)(1) of the Code by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code.

ARTICLE XIV.

The Corporation shall be subject to the following provisions:

- (1) The Corporation shall distribute its income for each taxable year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- (2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (4) The Corporation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code.
- (5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XV.

The name and address of the incorporator is:

Mark A. Todd

Jenkins & Gilchrist,
A Professional Corporation
1445 Ross Avenue, Suite 3200
Dallas, Texas 75225

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of December, 1995.


Mark A. Todd