

Articles of Incorporation of North Texas Compensation Association, Inc.

In the Office of the Secretary of State of Texas

ARTICLE I

Corporations Section

The name of the corporation is North Texas Compensation Association. Inc.

ARTICLE II

The corporation is a non-profit corporation

ARTICLE III

The period of its duration is perpetual

ARTICLE IV

The purposes of the corporation are exclusively charitable and will be accomplished through the following

- A North Tex is Compensation Association Inc will promote the total compensation field and the professional interests of those engaged in its practice throughout the North Texas area by
 - Providing a high quality cost effective source for professional development information and compensation opportunities to those interested in compensation in the North Texas are i
 - 2 Creating a professional environment to encourage the exchange of information among members
 - 3 Selecting appropriate guest speakers to inform members of compensation trends new developments and laws
 - 4 Enhancing and promoting the compensation profession through the participation of members in seminars workshops and symposiums
- B No p ut of the net earnings of the corporation shall inuite to the benefit

of any director or 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 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 any political campaign on behalf of any candidate for public office.

- 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
- D Upon dissolution of the corporation or the winding up of its affurs the assets of the corporation shall be distributed exclusively to charitable organizations which would then qualify as tax-exempt under the provisions of Section 501(c)(3) or other provisions of the Internal Revenue Code and the regulations of the Internal Revenue Service as they now exist as they may hereafter be amended
- E The foregoing statement of corporate purposes shall be construed is a statement of both purposes and power and not as restricting or

limiting in any way the general powers of this corporation or their exercise and enjoyment as they are expressly or implicitly granted by the laws of the State of Texas to do anything reasonable and lawfully necessary proper or convenient for the achievement of the stated purposes

ARTICLE V

The corporation is to have no members and is a non-stock corporation

ARTICLE VI

The internal affins of the corporation shall be regulated by a set of Bylaws not inconsistent with the laws of this state

ARTICLE VII

The corporation shall and hereby does indemnify except as otherwise provided by law any and all officers directors employees and volunteers from liability arising from their work performed or services rendered within the scope of the work of the corporation as defined in these Articles

ARTICLE VIII

The street address of the initial registered office of the corporation is 8344 East R L. Thornton Freeway Suite 315 Dallas Texas 75228 and the name of its initial registered agent at such address is D. Park Smith

ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial Directors are

Sus in Am ison	1113 C interbury Ct	Dillis TX 75208
Dons Blesh	6123 Binder i Ave Unit C	Dıllas TX 75225
Gloria Mannino	4921 Harvest Hill	Dallas TX 75244

ARTICLE X

The name and street address of the incorporator is

D Puk Smith 8344 East R L Thornton Freeway Suite 315 Dallas Texas 75228

	IN WITNESS WHEREOF I hereunto set my hand on this	<u>0</u>	Hday o	i _ C	clobe	2000
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PARK SMITH

STATE OF TEXAS §

COUNTY OF DALLAS §

Before me the undersigned authority on this day personally appeared D. Park Smith, who being by me first duly sworn declared that he is the person whose name is subscribed to the above and foregoing Articles of Incorporation of North Texas Compensation Association. Inc. as incorporator and that the statements and allegations therein contained are true.

In winess whereof I have hereunto set my hand and seal of office this 10th day of 2000

Notary Public in ind for Dall is County Tex is

