

ARTICLES OF INCORPORATION
OF
HOUSTON PEACE AND JUSTICE CENTER

I, the undersigned natural person, over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of the HOUSTON PEACE AND JUSTICE CENTER (referred to hereafter as the "Corporation") under the Texas Non-Profit Corporation Act (referred to hereafter as the "Act").

ARTICLE 1

NAME

The name of the Corporation is HOUSTON PEACE AND JUSTICE CENTER.

ARTICLE 2

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas franchise tax. The incorporator has been authorized to execute the Articles of Incorporation by the consent a majority of the members of the unincorporated association.

ARTICLE 3

DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4

PURPOSE

The purpose of the Corporation is to enhance the work of institutions and organizations in the Houston area that promote non-violence, human rights, and economic, social, and environmental justice. The Corporation encourages their networking and their collaboration. It facilitates their pooling of existing resources and acquisition of new resources to achieve specific goals. It offers itself as a vehicle for

educational outreach to the general public and as a sponsor of events that build community among Houston's peace and justice activists.

ARTICLE 5

POWERS

Except as otherwise provided in these Articles, the Corporation shall have all the powers provided in the Act.

ARTICLE 6

RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its members, directors, or officers, or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act.

ARTICLE 7

MEMBERSHIP

The Corporation shall have one class of members as provided in the by-laws of the Corporation.

ARTICLE 8

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5440 Braesvalley #163, Houston, TX 77096. The name of the initial registered agent at this address is Ellen L. Burns.

ARTICLE 9

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. The initial Board of Directors shall consist of three persons. The number of directors shall be increased upon adoption

of the by-laws. The initial Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
Ellen L. Burns	5440 Braesvalley #163, Houston, TX 77096
Herbert B. Rothschild Jr.	1615 Nevada St., Houston, TX 77006
Eileen McCarron	5005 Imperial, Bellaire, TX 77401

ARTICLE 10

LIMITATION OF LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 11

INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director, or other person related to the Corporation as specified by the provisions in the Act governing indemnification. As provided by the by-laws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

ARTICLE 12

CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13

INCORPORATOR

The name and street address of the incorporator are:

Name Address

Ellen L. Burns 5440 Braesvalley #163, Houston, TX 77096

ARTICLE 14

ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of the signature of each person signing it. A consent signed by less than all the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest signed consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered agent, exchange agent, or an officer or agent having custody of records in which the relevant proceedings are entered. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

I execute these Articles of Incorporation on April 2, 1998.

Ellen L. Burns