

ARTICLES OF INCORPORATION

DREAM IT. DO IT. SOUTHEAST TEXAS EDUCATION FOUNDATION, INC.
(d.b.a. Dream It. Do It. Southeast Texas)

A Texas Nonprofit Corporation

The undersigned, being natural persons over the age of twenty-one years, acting as incorporators of a nonprofit Corporation pursuant to articles 1396-3.02 and 1396-3.03 of the Texas Revised Non-profit Corporation Act (hereinafter referred to as the "Act"), hereby adopt the following Articles of Incorporation pursuant the Act for such nonprofit corporation.

ARTICLE I **NAME**

The name of the non-profit corporation DREAM IT. DO IT. SOUTHEAST TEXAS EDUCATION FOUNDATION, INC. (hereinafter referred to as the "Non-Profit Corporation").

ARTICLE II **DEFINITIONS**

Except as otherwise provided herein or as may be required by the context, the terms contained in these Articles of Incorporation (hereinafter referred to as the "Declaration"), shall have the defined meanings provided in the Act.

ARTICLE III **DURATION**

The Non-Profit Corporation shall exist perpetually or until dissolved pursuant to law.

ARTICLE IV **PURPOSES**

The Non-Profit Corporation is organized:

(a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Texas and as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and to act and operate as a public benefit, educational, scientific, and charitable organization in (i) furthering petrochemical, manufacturing, maritime, logistics, and other related industry education, awareness, and excellence in Texas; (ii) financially supporting petrochemical, manufacturing, maritime, logistics, and other related industry education in the State of Texas; (iii) increasing public awareness and enhancing public perception of petrochemical, manufacturing, maritime, logistics, and other related industries and related careers; (iv) providing charitable support for these purposes by providing grants and scholarships for related studies and sponsoring events for recognising petrochemical, manufacturing, maritime, logistics, and other related industry employees and their families, educators, counselors, and students.

(b) To engage in any and all lawful activities and pursuits to support or assist such other organizations as may be reasonably related to the foregoing and following purposes.

(c) To engage in any and all other lawful purposes, activities and pursuits which are substantially similar to the foregoing, and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Act, as may be amended and supplemented.

(d) To solicit and receive charitable gifts, grants, and contributions and disburse the same for the above-stated purposes; to purchase, own and sell real and personal property; to make contracts, invest corporate funds, spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the charitable, educational, and scientific purposes mentioned herein.

Notwithstanding the foregoing enumerated purposes:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein.

(b) 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 except as authorized under the Internal Revenue Code of 1954, as amended.

(c) The corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended and supplemented.

ARTICLE V **POWERS**

Subject to the purposes declared in Article IV above and any limitations herein expressed, the Non-Profit Corporation shall have and may exercise the power to do any and all things that a nonprofit corporation entitled to exemption pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, may now or hereafter do under the laws of the State of Texas.

ARTICLE VI **MEMBERSHIP**

The Non-Profit Corporation shall not have any class of members or stock.

ARTICLE VII **REGISTERED OFFICE**

The address of the initial registered office of the Non-Profit Corporation is:

DREAM IT. DO IT. SOUTHEAST TEXAS EDUCATION FOUNDATION, INC.
203 Ivy Ave.
Deer Park, TX 77536

ARTICLE VIII **BOARD OF TRUSTEES**

The affairs of the Non-Profit Corporation shall be managed by a Board of Trustees, consisting of not less than three (3) Trustees as prescribed by the Bylaws. The number of Trustees constituting the initial Board of Trustees shall be three (3). The names and addresses of the individuals who are to serve on the initial Board of Trustees until the first annual meeting of the Non-Profit Corporation and until the successors of such Trustees are elected and shall qualify are as follows:

- (1) **Michelle Hundley**, VP of Public Affairs, Economic Alliance Houston Port Region, (281) 476-9176 x3, michelle@allianceportregion.com
- (2) **Debi Jordan**, Executive Director Workforce & Community Development, Lee College, (281) 425-6453, djordan@Lee.Edu
- (3) **Dr. Allatia Harris**, Vice Chancellor for Strategic Initiatives, San Jacinto College, (281) 998-6150, allatia.harris@sicd.edu

ARTICLE IX BYLAWS, RULES AND REGULATIONS

The Board of Trustees may adopt, amend, repeal and enforce Bylaws and reasonable rules and regulations governing the operation of the Non-Profit Corporation and the operation and use of the Project, to the extent that the same are not inconsistent with these Articles of Incorporation or the law.

ARTICLE X INCORPORATORS

The name and address of the incorporators of the Non-Profit Corporation are as follows:

FIRST, LAST, TITLE, COMPANY, ADDRESS

Comment [MH1]: Is this the same as the organizer?

ARTICLE XI REGISTERED AGENT

The name of the initial registered agent of the Non-Profit Corporation is Economic Alliance Houston Port Region. The initial registered agent's address is 203 Ivy Ave., Deer Park, TX 77536. By executing these Articles of Incorporation, the initial registered agent accepts appointment as such.

ARTICLE XII AMENDMENTS

Except as otherwise provided by law, these Articles of Incorporation may be amended by **two-thirds** of the total Votes of the Board of Trustees.

ARTICLE XIII DISTRIBUTIONS

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in Article IV herein.

(b) 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.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Non-Profit Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or supplemented (or the corresponding provision of any future United States Internal Revenue law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended and supplemented.

ARTICLE XIV **DISSOLUTION**

Upon dissolution of the Non-Profit Corporation, assets shall be distributed within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Non-Profit Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively.