

The Houston Area League of PC Users, Inc.

Articles of Incorporation
(as revised 9/3/91)

ARTICLE ONE

The name of the corporation is Houston Area League of PC Users, Inc. ("HAL-PC").

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

A. The purpose or purposes for which the corporation is organized are to receive and maintain a fund or funds, real and personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (hereinafter all section references are to the Code and corresponding provisions of any subsequent federal tax laws) as follows:

1. To provide a forum to exchange ideas, knowledge and experience regarding personal computers and software.
2. To encourage experimentation and research in the current and potential use of personal computers and software.
3. To provide an opportunity for all users of personal computers and software to exchange ideas, knowledge, and experience for the enrichment of all concerned.
4. To provide an opportunity for both formal and informal education in computer applications, hardware, and software technologies.
5. To provide a medium of communication with user groups in other areas of interest and in other geographical areas.
6. To provide an opportunity for the formation of special

interest groups to educate members in the use of personal computers and software.

B. In furtherance, but not in limitation, of the foregoing charitable, scientific or educational purposes, the corporation shall have the following powers: to deal in and with real or personal property or any interest therein, wherever situated, as the purpose of the corporation shall require.

C. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxes under Section 501(c)(3).

ARTICLE FIVE

The street address of the initial registered office of the corporation is 8914 Dunlap, Houston, Texas 77074, and the name of its initial registered agent at such address is Duane C. Hendricks.

ARTICLE SIX

The number of directors constituting the initial board of directors is 21 and the names and addresses of the persons who are to serve as the initial directors are:

Tim Bethel, 6222 Wigton Drive, Houston, TX 77096
Baine Brimberry, 14422 Fana Court, Houston, TX 77032
Betty Dillingham, 5675 De Soto, #221, Houston, TX 77091
Mike Drumm, 2927 Hampton Drive, Missouri City, TX 77459
Milt Eberhardt, 11511 Quail Creek Dr., Houston, TX 77070
Dwight Espensen, 8007 Arrowhead, Houston, TX 77075
Jeff Firestone, 2678 Bering Drive, Houston, TX 77057
Jim Fitzwater, 1801 Brun, Houston, TX 77019
Nelson Ford, 4845 Willowbend, Houston, TX 77035
Blake Goss, 1903 Portsmouth #16, Houston, TX 77098
Don Guinn, 6940 Santa Fe Street, Houston, TX 77061
Richard Hamilton, 6031 Ettrick, Houston, TX 77035
Harold Helm, 5615 Morningside, Houston, TX 77005
Duane Hendricks, 8914 Dunlap, Houston, TX 77074
Alfred Loeblich, 8 Lakeview Drive, Galveston, TX 77551
Malcolm McCorquodale, 3470 Locke Lane, Houston, TX 77027
Scott Schultz, 9402 Thistle Trail, Houston, TX 77070
Bob Segelke, 10302 Covey Court, Houston, TX 77099
Jim Sorensen, 5422 Darnell, Houston, TX 77096
Bill Swenson, 607 Harold, Houston, TX 77006
Odis Wooten, 2488 Bering Drive, Houston, TX 77057

ARTICLE SEVEN

The name and address of each incorporator is:

Duane C. Hendricks, 8914 Dunlap, Houston, TX 77074
Milt Eberhardt, 11511 Quail Creek Dr., Houston TX, 77070
Tim Bethel, 6222 Wigton Drive, Houston, TX 77096
Jeff Firestone, 2678 Bering Drive, Houston, TX 77057

ARTICLE EIGHT

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 affecting 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, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE NINE

In the event of dissolution of the corporation by termination of its existence, lapse of time or otherwise, should it have ownership or be entitled to ownership of any funds or property of any sort, real, personal or mixed, such funds or property or rights thereto shall be transferred and set over to an exempt organization qualified under the provisions of the section 501(c)(3), which is engaged in activities substantially similar to the purposes of this corporation, and if none be then in existence it shall be charged with a charitable public trust to be used exclusively in the State of Texas for charitable, civic, or educational purposes and shall be thereafter administered and applied to public charitable purposes by the Trustee or Trustees to be appointed pursuant to law by a court of competent jurisdiction upon suitable proceedings brought for that purpose; but in no event shall such assets, receivables or property of any sort be transferred to private ownership.

In witness whereof, we have hereunto set our hands this 15th day of August, 1984.

(Signed)

Duane C. Hendricks
T. C. Bethel
M. M. Eberhardt
Jeffrey B. Firestone

Incorporators