

ARTICLES OF INCORPORATION

OF

THE SCHOOL OF ST. GEORGE PLACE PARENT TEACHER ORGANIZATION

We, the undersigned natural persons over the age of 18, acting as incorporators, adopt the following Articles of Incorporation of The School of St. George Place Parent Teacher Organization (hereinafter referred to as the "Organization").

**ARTICLE I
ENTITY NAME**

The name of this Organization shall be The School at St. George Place Parent Teacher Organization, Incorporated. The fictitious name shall be S@SGP PTO.

**ARTICLE II
NONPROFIT CORPORATION**

The Organization is a nonprofit corporation. When it dissolves, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under the Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Texas franchise tax.

**ARTICLE III
DURATION**

The Organization will continue in perpetuity.

**ARTICLE IV
PURPOSES**

The purposes for organizing the Organization are to perform charitable activities within the meaning of the Internal Revenue Code Section 501(c)(3) and Texas Tax Code Section 11.18(c). Specifically, the Organization is organized to help meet the needs of the students, teachers and administration at The School at St. George Place through cooperation between family, community, teachers, school staff and administrators and to support the school through volunteer and financial assistance.

**ARTICLE V
POWERS**

Except as these Articles otherwise provide, the Organization has all the powers provided in the Texas Non-Profit Corporations Act. Moreover, the Organization has all implied powers necessary and proper to carry out its express powers. The Organization may reasonably

compensate members, directors, or officers for services rendered to or for the Organization in furtherance of one or more of its purposes.

ARTICLE VI RESTRICTIONS AND REQUIREMENTS

The Organization may 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 Organization may not take any action prohibited by the Texas Non-Profit Corporation Act. The Organization may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in these Articles.

The Organization is authorized on its winding up to distribute the nonprofit corporation's assets in a manner other than as provided by section 22.304 of the Texas Business Organizations Code. The manner of distribution is as follows: upon dissolution of the Organization, any remaining funds should be used to pay any outstanding liabilities and, with Member's majority approval at any meeting wherein a quorum is present, be spent for the benefit of The School at St. George Place.

The Organization may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Organization may not:

1. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, procedures, except to an insubstantial degree.
2. Serve a private interest other than one clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
5. Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, or procedures.

6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Organization's assets will be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the Organization's net earnings to inure to the benefit of any private shareholder or member of the Organization or any private individual.
8. Carry on an unrelated trade or business, except as a secondary purpose related to the Organization's primary, exempt purposes.

**ARTICLE VII
MEMBERSHIP**

The Organization will have one class of members, as provided in the bylaws, which shall include any parent, guardian or other adults standing in loco parentis for a student at the School at St. George Place and any principal, teacher and staff member employed at the School at St. George Place.

Membership dues will be established in the bylaws, but shall not exceed \$100.00 per annum. Eligible members must have paid dues in full at least 14 calendar days prior to a meeting to be considered a member in good standing with voting rights.

Individuals that have paid dues in full shall hereinafter be referred to as "Members."

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Organization's initial registered office is The School at St. George Place, 5430 Hidalgo Street, Houston, Texas 77056. The name of the initial registered agent at this office is Drue McClure.

**ARTICLE IX
MANAGING BODY OF CORPORATION**

The Management of the affairs of the Organization is vested in the Officers of the Executive Committee. The four (4) officers of the Organization are noted below. They serve as Officers until succession by Officers elected at a Special Meeting for election purposes. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the officers. In electing officers, members may not cumulate their votes by giving one candidate as many votes as the number of officers to be elected or by distributing the same number of votes among any number of candidates. The initial officers will be:

<u>Name of Officer</u>	<u>Title</u>	<u>Street Address</u>
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Michelle Sonnier	President	4 Killamey Ct., Houston, Texas 77074
Sylvia Baba	Vice-President	5346 Lampasas St., Houston, Texas 77056
Christa Hynes	Secretary	3630 Newcastle Dr., Houston, Texas 77027
Veena Barrus	Treasurer	4114 Gramercy St., Houston, Texas 77025

**ARTICLE X
LIMITATION ON LIABILITY OF DIRECTORS**

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

**ARTICLE XI
INDEMNIFICATION**

The Organization may indemnify a person who was, is or is threatened to be made a defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Organization regardless of the provisions of the Texas Non-Profit Corporation Act governing indemnification.

**ARTICLE XII
CONSTRUCTION**

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

**ARTICLE XIII
INCORPORATORS**

The name and street address of each incorporator is:

Name of Incorporator	Address
Michelle Sonnier	4 Killamey Court, Houston, Texas 77074
Sylvia Baba	5346 Lampasas Street, Houston, Texas 77056
Christa Hynes	3630 Newcastle Drive, Houston, Texas 77027
Veena Barrus	4114 Gramercy Street, Houston, Texas 77025
Drue McClure	5430 Hidalgo Street, Houston, Texas, 77056


**ARTICLE XIV
EFFECTIVENESS OF FILING**

This document becomes effective when the document is filed by the Secretary of State.

**ARTICLE XV
EXECUTION**

The undersigned signs this document subject to the penalties imposed by law for the submission of a material false or fraudulent instrument. SIGNED on October 4, 2007.

Michelle Sonnier
Michelle Sonnier


Sylvia Baba

Christa Hynes
Christa Hynes

Veena Barrus
Veena Barrus

Drue McClure
Drue McClure