

**ARTICLES OF INCORPORATION
OF
DISTRICT 5870 KEYWAY, INC.**

The undersigned natural person over the age of 18, acting as an incorporator, adopt the following Articles of Incorporation of the District 5870 Keyway, Inc.:

**ARTICLE 1
NAME**

The name of the Corporation is District 5870 Keyway, Inc.

**ARTICLE 2
DISSOLUTION OF CORPORATION**

Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

**ARTICLE 3
DURATION**

The Corporation will continue in perpetuity.

**ARTICLE 4
PURPOSES**

Said corporation/organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation/organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

**ARTICLE 5
POWERS**

Except as these Articles otherwise provide, the Corporation has all the powers provided in the Texas Non-Profit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes.

ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 7 MEMBERSHIP

The Corporation will have no members.

ARTICLE 8 INITIAL REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office is 3600 Chisholm Trail, Temple, Texas 76504. The name of the initial registered agent at this office is Jonathan Graham.

ARTICLE 9 MANAGING BODY OF CORPORATION

The management of the corporation is vested in its Board of Directors and such committees of the board that the board may, from time-to-time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. The initial Board will consist of three (3) persons. The initial Board will consist of the following persons at the following addresses:

Barbara Warden, 124 Bridgepoint Drive, Kingsland, TX 78639

Gene Davenport, 1400 FM 1660, Hutto, TX 78634

Edward J. Mullen, 870 Rattlesnake Road, Harker Heights, TX 76548

The number of directors may be increased or decreased by adopting or amending bylaws. The number of directors may not be decreased to fewer than three.

ARTICLE 10
LIMITATION ON 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 as otherwise provided by a Texas statute.

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 provided by the provisions of the Texas Non-Profit Corporation Act governing indemnification. As the bylaws provide, the Board may 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 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 13
INCORPORATOR

The name and post office address of the incorporator is: Jonathan Graham, 3600 Chisholm Trail, Temple, TX 76504

ARTICLE 14
ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of 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 signature of each person signing it. A consent signed by fewer than all of the 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 sixty (60) days after the date of the earliest-dated 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 office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If 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 requires documents to be filed with the secretary of state, the filed documents will state that the written-consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a 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 January ____, 2004.

Jonathan Graham, Incorporator