

ARTICLES OF INCORPORATION
OF
ODESSA COLLEGE FOUNDATION, INCORPORATED

FILED
In the Office of the
Secretary of State of Texas
FEB 26 1996
Corporations Section

We, the undersigned natural persons, at least two of whom are citizens of the State of Texas and who are of the age of eighteen (18) years or more, acting as incorporators of the corporation under the Texas Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE 1

NAME

The name of the Corporation is ODESSA COLLEGE FOUNDATION, INCORPORATED.

ARTICLE 2

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed 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.

ARTICLE 3

DURATION

The period of said Corporation's duration is perpetual.

ARTICLE 4

PURPOSES

The purposes for which the Corporation is organized are:

1. The general purposes are:

(a) To receive and maintain a fund or funds of real or 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, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Internal Revenue Code Section 501(c)(3) and its regulations, rulings and procedures as they now exist, or as they may hereafter be amended, and Texas Tax Code Section 11.18(c)(1):

(b) To provide charitable and educational aid in the form of money and other forms of property and services to Odessa College and associations and corporations associated therewith that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); to promote education and other related activities of the said College; and to encourage any literary and scientific undertaking and dissemination of information in which the said College is carrying on activities.

(c) To seek and obtain gifts, grants, and other forms of financial support of the advancement of educational undertakings of Odessa College; and to aid, assist, supplement and complement such work through and in cooperation with Odessa College.

(d) To endeavor to provide scholarships for exceptional, worthy, needy and deserving students without regard to sex, race, religion, color, national or ethnic origin; to provide

the means for improvement in instruction and equipment available to the students; and to secure funds necessary to the building of an educational institution of excellence.

(e) 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.

(f) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue code of 1954, or corresponding provisions of any subsequent federal tax laws.

(g) the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(i) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1954, or corresponding provisions of any subsequent federal tax laws.

(j) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(k) Notwithstanding any other provision of these articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 70(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

(l) Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3)

of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

2. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the directors and officers thereof and is organized for non-profit purposes.

ARTICLE 5

POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Texas Nonprofit Corporation Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

ARTICLE 6

MEMBERSHIP

The Corporation shall have no members.

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 201 West University, Odessa, Texas 79764. The name of the initial registered agent at said address is Jeff Melton.

ARTICLE 8

BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the bylaws. The initial Board of Directors shall consist of three persons. The number of directors shall not be decreased to less than three (3). The initial Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
VANCE W. GIPSON	201 West University Odessa, TX 79764
JEFF MELTON	201 West University Odessa, TX 79764
VIRGINIA CHISUM	201 West University Odessa, TX 79764

ARTICLE 9

LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation 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 10

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 Nonprofit Corporation Act governing indemnification. Additionally, as provided in the By-Laws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors or others related to the Corporation.

ARTICLE 11

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 12

INCORPORATORS

The name and street address of each incorporator is:

Name of Incorporator

Address

VANCE W. GIPSON

201 West University
Odessa, TX 79764

JEFF MELTON

201 West University
Odessa, TX 79764

VIRGINIA CHISUM

201 West University
Odessa, TX 79764

ARTICLE 13

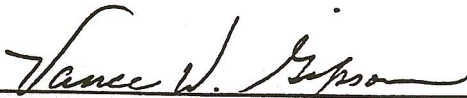
ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of directors 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 less than all of the directors 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 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 the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

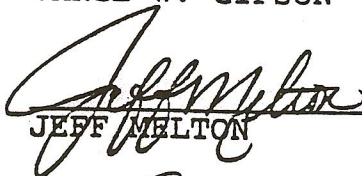
The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

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.

IN WITNESS WHEREOF, we have hereunto set our hands, this
26th day of January, 1996.



VANCE W. GIPSON



JEFF MELTON



VIRGINIA CHISUM

THE STATE OF TEXAS §
 §
COUNTY OF ECTOR §

I, TRACY L. BINNS, a notary public, do hereby certify that on this 26 day of January, 1996, personally appeared before me VANCE W. GIPSON, JEFF MELTON and VIRGINIA CHISUM, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Tracy L. Binns
NOTARY PUBLIC, STATE OF TEXAS



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

ODESSA COLLEGE FOUNDATION, INCORPORATED
CHARTER NUMBER 01390116

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED FEB. 26, 1996

EFFECTIVE FEB. 26, 1996



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