

Articles of Association
Of
Northern Hills Swimming Pool Foundation

Article One

The name of the association is Northern Hills Swimming Pool Foundation.

Article Two

The association is an unincorporated nonprofit association.

Article Three

The period of duration of the association is perpetual.

Article Four

The principal office of the association is to be located in the City of San Antonio, Bexar County, Texas.

Article Five

The association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article Six

The association shall have no members.

Article Seven

No part of the net earnings of the association shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Five hereof. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association 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. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal code.

Article Eight

The street address of the initial registered office of the association is P.O. Box 7C, San Antonio, TX, 78217 and the name of the initial registered agent at such address is Stephen D. Foster.

Article Nine

The number of directors constituting the initial board of directors is three (3) and the names and addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Stephen D. Foster	12920 Scarsdale San Antonio, TX 78217
Mary Dewlen	14115 Fairway Oaks San Antonio, TX 78217
Catherine Zane	13930 Winding Hill San Antonio, TX 78217

Article Ten

Upon the dissolution of the association, all of the remaining assets and property of the association shall, after paying or making provision for the payment of all of the liabilities and obligations of the association and for necessary expenses thereof, be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article Eleven

Any action required by law to be taken at a meeting of the members or directors, or any action that may be taken at a meeting of the members, directors or a committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors, or committee members as would be necessary to take action at a meeting at which all of the members, directors, or members of the committee were present and voted, provided that all other requirements of law to make such written consent effective to take action are met.

In witness whereof, we have hereunto subscribed our name(s)
this ____ day of _____ 2003.

(signed)
