

Filed in the Office of the  
Secretary of State of Texas

This 11 day of Dec 1979

ARTICLES OF INCORPORATION  
OF  
AVENIDA GUADALUPE ASSOCIATION

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is "AVENIDA GUADALUPE ASSOCIATION".

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized are as follows:

To operate exclusively for the promotion of social welfare, common good and general welfare of the residents and merchants in the Avenida Guadalupe Project area.

To operate on a non-profit basis to assist in the revitalization of neighborhood businesses, attract new businesses, attract light industry, improve traffic flow and street conditions, create jobs, improve economic conditions and better the standards of living of residents and merchants in the Avenida Guadalupe Project Area.

To exercise all the powers conferred upon corporations formed under the Texas Non-Profit Corporation Act in order to accomplish its purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

## ARTICLE FIVE

The Corporation shall have no members and shall issue no capital stock.

## ARTICLE SIX

Except for the initial Board of Directors, whose names are set forth in these Articles of Incorporation, the Board of Directors shall be elected or appointed as provided in the By-Laws.

## ARTICLE SEVEN

Provisions for the regulation of the internal affairs of the corporation, except as provided in these Articles, shall be determined and fixed by the By-Laws as adopted by the Board of Directors.

At all times, notwithstanding change in name, merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary, or by operation of law, or any other provisions hereof:

A. The corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501 (c) (4) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as "the Code"); nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

B. No part of the assets or net earnings of the corporation shall ever be used, nor shall the corporation ever be organized or operated for purposes that do not exclusively promote social welfare within the meaning of Section 501 (c) (4) of the Code and regulations promulgated thereunder.

C. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. At no time shall the corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Texas, or any other jurisdiction where its activities are carried on.

E. No compensation, loan or other payment shall be paid to any officer, board member, creator, or organizer of the corporation, or substantial contributor to it,

except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and no part of the assets or net earnings, current or accumulated, of the corporation shall ever be distributed to or divided among such person, or inure, be used for, accrue to or benefit any such person or private individual.

F. No solicitation of contributions to the corporation shall be made and no gift, bequest or devise to the corporation shall be accepted, upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its exemption from federal income tax.

#### ARTICLE EIGHT

Upon the termination, dissolution or winding up of the corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific or educational purposes or a primary purpose to promote social welfare or only for exempt purposes as described in Sections 501 (c) (4) and (3) of the Code.

#### ARTICLE NINE

The street address of the initial registered office of the corporation is 1321 El Paso, San Antonio, Texas 78207, and the name of its initial registered agent at such address is Edmundo E. Rodriguez.

#### ARTICLE TEN

The number of directors constituting the initial board of directors of the corporation is nine (9), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Edmundo E. Rodriguez	1321 El Paso, San Antonio, Texas
Eugenio Macias	1982 Donaldson, San Antonio, Texas
Daniel Saucedo	1214 Colima, San Antonio, Texas
Julian Zamarripa	1614 El Paso, San Antonio, Texas
Isabel Rennels	121 Hot Wells, San Antonio, Texas
Gilbert F. Vazquez	146 Magnolia Dr., San Antonio, Texas
Moises M. Garcia	404 Montezuma St., San Antonio, Texas
Alfred Sanchez	831 Lamanda, San Antonio, Texas
Jesse Sanchez	1214 Colima, San Antonio, Texas

ARTICLE ELEVEN

The names and street addresses of each incorporator are:

<u>Name</u>	<u>Address</u>
Edmundo E. Rodríguez	1321 El Paso, San Antonio, Texas
Eugenio Macias	1982 Donaldson, San Antonio, Texas
Daniel Saucedo	1214 Colima, San Antonio, Texas

IN WITNESS WHEREOF, we have signed and acknowledged these Articles of Incorporation this, the 6<sup>th</sup> day of December, 1979.

*Edmundo E. Rodríguez*  
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 Edmundo E. Rodríguez

*Eugenio Macias*  
 \_\_\_\_\_  
 Eugenio Macias

*Daniel H. Saucedo*  
 \_\_\_\_\_  
 Daniel Saucedo

STATE OF TEXAS           §  
    §  
 COUNTY OF BEXAR         §

I, Carmen H. Hernandez, a Notary Public, do hereby certify that on this, the 6<sup>th</sup> day of December, 1979, personally appeared before me Edmundo E. Rodríguez, Eugenio Macias, and Daniel Saucedo, 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 of office this, the 6<sup>th</sup> day of December, 1979.

*Carmen H. Hernandez*  
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 Notary Public in and for  
 Bexar County, Texas

My commission expires:

July 25, 1981

Non-Profit



# The State of Texas

SECRETARY OF STATE

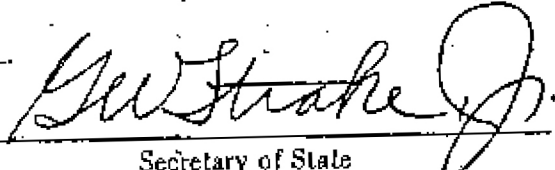
CERTIFICATE OF INCORPORATION  
OF

AVENIDA GUADALUPE ASSOCIATION

The undersigned, as Secretary of State of the State of Texas, hereby certifies that Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a copy of the Articles of Incorporation.

Dated DECEMBER 11 19 79

  
Secretary of State

