



The State of Texas

Secretary of State

NOV. 3, 1992

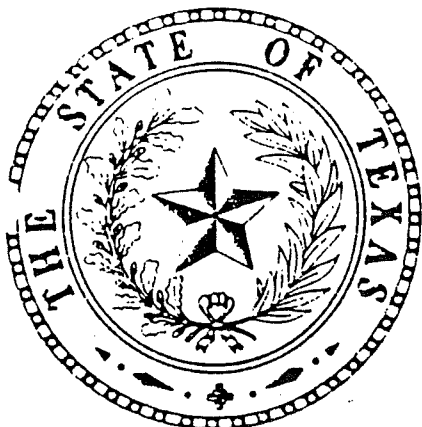
IRIS S. STEWART
11749 MILL ROCK
SAN ANTONIO ,TX 78230

RE:
THE SAN ANTONIO CHILDREN'S MUSEUM
CHARTER NUMBER 01249277-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in cursive script that reads "John Hannah Jr."
Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION

OF

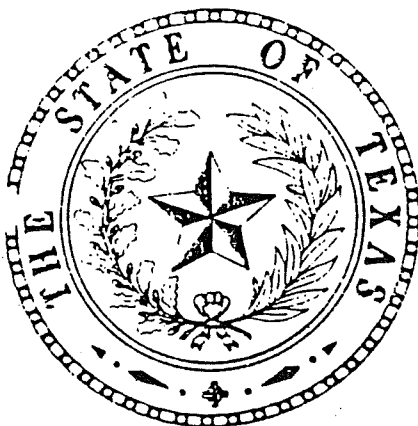
THE SAN ANTONIO CHILDREN'S MUSEUM
CHARTER NUMBER 01249277

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 NOV. 3, 1992



John Hannah Jr.
Secretary of State

NOV 03 1992

ARTICLES OF INCORPORATION Corporations Section
OF
THE SAN ANTONIO CHILDREN'S MUSEUM

I, the undersigned natural person of the age of eighteen year or more, acting as incorporator of a Corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE ONE

Name

The name of the Corporation is the San Antonio Children's Museum.

ARTICLE TWO

Non Profit Corporation

The Corporation is a non profit Corporation.

ARTICLE THREE

Duration

The period of its duration is perpetual.

ARTICLE FOUR

Purposes

The Corporation is organized exclusively for lawful and charitable purposes under the Texas Non Profit Corporations Act to provide our multicultural community

with creative, interactive and multisensory (i.e. see, feel, touch, hear, taste) activities for the development of healthy, happy, self-confident and productive citizens.

ARTICLE FIVE

Powers

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Texas Non Profit Corporations Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

ARTICLE SIX

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 26306 Quail Grove Lane, San Antonio, Texas. The mailing address is: Route 1, Box 1700, Boerne, TX 78006. The name of its initial registered agent at that address is Sundra Kaye Lenox.

ARTICLE SEVEN

Restrictions and Requirements

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Texas Non Profit Corporation Act.

The Corporation shall have no power to 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. The Corporation shall have no power to 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 Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.

2. Serve a private interest other than one that is 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 the publishing or distributing of statements and any other direct or indirect campaign activities.

5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.

6. Although the duration of the Corporation is perpetual, if it should at any time be dissolved, the assets of the Corporation shall be distributed exclusively to charitable organizations of a similar nature which would at that time qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations of the Internal Revenue Service as they may now exist or may be hereafter amended.

7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

ARTICLE EIGHT

Board of Directors

The number of directors constituting the initial board of directors is eleven (11), and the name and addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Molly Amini	301 West Hollywood San Antonio, TX 78212
Rena Dubose	St. David's Episcopal Church 1300 Wiltshire San Antonio, TX 78209
Yvonne Hilliard	12678 Old Wick Circle San Antonio, TX 78230
Laura Fernandez Ivaldi	3126 South Valley View San Antonio, TX 78217

Claire English	711 West El Prado San Antonio, TX 78212
Bebe Inkley	101 Fenimore, #4 San Antonio, TX 78209
Sherrie Klein	13311 LaVista San Antonio, TX 78216
Sundra Kaye Lenox	26306 Quail Grove Lane San Antonio, TX 78006
Sherrye Macha	12617 Woodbrace San Antonio, TX 78217
Debbie Mandel	224 Argo San Antonio, TX 78209
Catherine Ortega	117 Pin Oak Forest San Antonio, TX 78232

ARTICLE NINE

Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Sundra Kaye Lenox	26306 Quail Grove Lane San Antonio, TX 78006
Mailing Address:	Route 1, Box 1700 Boerne, TX 78006

ARTICLE TEN

Limitation on Liability of Directors

A director is not liable to the Corporation or its members for monetary damages or an act of omission in the directors capacity as director except to the extent otherwise provided by statute of the State of Texas.

ARTICLE ELEVEN

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 in the Texas Non Profit Corporation Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

ARTICLE TWELVE

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 THIRTEEN

Membership

The Corporation shall have no members at this time; however, the bylaws may provide for naming members at a later date.

Signed and executed on this 21st day of October, 1992.

Sundra Kaye Lenox
Sundra Kaye Lenox