

**RESTATED ARTICLES OF INCORPORATION OF
AMARILLO CHAMBER OF COMMERCE**

Amarillo Chamber of Commerce, a Texas nonprofit corporation subject to the Texas Non-Profit Corporation Act, has adopted these Restated Articles of Incorporation. These Restated Articles accurately copy the Articles of Incorporation and all prior amendments and also include further amendments as described in Article 3.

**ARTICLE 1
Procedure of Adopting Amendment**

The Restated Articles were unanimously adopted at a meeting of the Board of Directors held on _____ and unanimously ratified and adopted by the members at a members' meeting held on _____.

**ARTICLE 2
Restated Articles**

The Articles of Incorporation and all amendments and other changes to the articles of amendment are superceded by the Restated Articles of Incorporation set forth as Exhibit A, attached and incorporated by reference as it fully set forth herein.

**ARTICLE 3
Amendment of Articles of Incorporation**

The Restated Articles of Incorporation include the following amendments:

1. Other than the name and duration of the Corporation, all of the other Articles have been amended or added as set forth in Exhibit A, attached and incorporated by reference as if fully set forth herein.
2. The purposes of the Corporation have been amended.
3. Powers of the Corporation have been added.
4. Restrictions and requirements on the Corporation have been added.
5. The membership of the Corporation has been amended.
6. The registered office and agent of the Corporation has been amended.
7. The managing body of the Corporation has been added.
8. The limitation on liability of Directors has been added.

9. The indemnification of persons related to the Corporation has been added.
10. The construction of references in the Articles has been added.
11. Corporate action by written consent has been added.
12. A provision for the amendment of the Articles has been added.

I am an officer of the Corporation and I execute these Restated Articles of Incorporation on the Corporation's behalf on the ____ day of _____, 2002.

AMARILLO CHAMBER OF COMMERCE

By: _____, President
Gary Molberg

EXHIBIT A
Restated Articles of Incorporation
Of
Amarillo Chamber of Commerce

The Amarillo Chamber of Commerce, by and through its members and directors, has adopted the following Restated Articles of Incorporation:

ARTICLE 1
Name

The name of the Corporation is Amarillo Chamber of Commerce.

ARTICLE 2
Non-Profit Corporation

The Corporation is a non-profit corporation. When it dissolves, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(6) for one or more purposes exempt under the Texas franchise tax.

ARTICLE 3
Duration

The Corporation will continue in perpetuity.

ARTICLE 4
Purposes

The purposes for organizing the Corporation are to perform activities within the meaning of Internal Revenue Code Section 501(c)(6). Specifically, the Corporation is organized for the following purposes:

To act as a leader for the improvement of the economy of Amarillo, supply leadership to improve all segments of the area economy, provide and maintain suitable rooms for the conduct of its business, establish and maintain uniformity in the commercial usages of cities and towns, acquire, preserve and disseminate valuable business information and generally promote the interest of trade and increase the facilities of commercial transactions in the City of Amarillo and surrounding trade territory.

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

The Corporation may not pay dividends or other corporate income to its members, directors, or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act. The Corporation may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in these Articles. The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(6) and related regulations, rulings and procedures. Nor may it 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 may not:

1. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles 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 clearly incidental to an overriding public interest.
3. Devote a substantial 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 publishing or distributing statements and any other direct or indirect campaign activities.

5. Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation's assets will be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(6) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the Corporation's net earnings 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 7 Membership

The Corporation will have one or more classes of members as provided in the Bylaws.

ARTICLE 8 Registered Office and Agent

The street address of the Corporation's registered office is 1000 South Polk, Amarillo, Texas 79101. The name of the registered agent at this office is Gary Molberg or any subsequent President of the Corporation.

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 for the qualification, manner of selection, duties, terms, and other matters relating to the Board of Directors.

In electing Directors, members may not cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates.

The current Board consists of thirty-nine (39) persons as shown on the attached list of the current Directors. The number of Directors may be increased

or decreased by adopting or amending the 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 regardless of the provisions of the Texas Non-Profit Corporation Act governing indemnification. As the Bylaws provide, the Board of Directors 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 authority cited, or their successors, as they be amended from time to time.

ARTICLE 13
Action by Written Consent

Action may be taken by use of signed, written consents by the number of members, 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 members, 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 60 days after the date of the earliest-dated consent delivered to the Corporation. Delivery must be made by hand, facsimile, electronic mail, 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 followed properly.

A telegram, telex, cablegram, facsimile, electronic mail, 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.

ARTICLE XIV

Amendment

The Articles may be altered, amended, or repealed, and new or restated Articles may be adopted by a majority vote of the Directors. The notice of any meeting at which these Articles are altered, amended, or repealed, or which new or restated Articles are adopted will include the text of the proposed Article provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions and any changes.