

**RESTATED ARTICLES OF INCORPORATION (WITH AMENDMENTS)**

**OF**

**THE KAPPA KAPPA GAMMA CHARITABLE FOUNDATION**

**ARTICLE ONE**

THE KAPPA KAPPA GAMMA CHARITABLE FOUNDATION, pursuant to the provisions of Article 4.06 of the Texas Nonprofit Corporation Act, adopts these Restated Articles of Incorporation which accurately copy the Articles of Incorporation of the corporation and all amendments to such Articles in effect to date and as further amended by these Restated Articles of Incorporation as hereinafter set forth, which amendments: (i) slightly revise the purposes of the corporation, (ii) update the registered office and agent, (iii) designate the number and names of the current Board members, (iv) delete the list of original incorporators that is not required in restated articles, delete the private foundation prohibitions that are inapplicable to the corporation under the federal tax laws, and renumber the other Articles accordingly, (v) revise the dissolution provision, and (vi) add a limitation on director liability provision as now allowed under state law.

**ARTICLE TWO**

The current name of the corporation is THE KAPPA KAPPA GAMMA CHARITABLE FOUNDATION. The charter number of the corporation is 527950.

**ARTICLE THREE**

The following amendments to the Articles of Incorporation were adopted by the Corporation on June 18, 2001:

1. Article IV is amended in its entirety to read as follows:

**"ARTICLE IV.**

The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and to use and apply the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, educational and prevention of cruelty to children purposes. Accomplishment of the corporation's purposes will be by direct expenditures or by contributions to organizations which are (1) exempt from federal income taxation as a result of being described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or a governmental unit described in Sections 170(b)(1)(A)(v) and 170(c)(1) of the Code, and (2) other than a private foundation within the meaning of Section 509(a) of the Code."

2. Article V (which was revised by filing of the Article 9.01 Report on January 28, 1994), is amended in its entirety to read as follows:

“ARTICLE V.

The street address of the registered office of the corporation is 5957 Crab Orchard, Houston, Texas 77057, and the name of the registered agent at such address is Florence Ann McGee.”

3. Article VI is amended in its entirety to read as follows:

"ARTICLE VI.

The number of Trustees constituting the Board of Trustees of the corporation is thirteen (13), and the names and addresses of the persons who serve as the current Board of Trustees are:

<u>Name</u>	<u>Address</u>
Clayton Erikson	4 Longbow Lane Houston, TX 77024
Jennie Hull	3870 Willowick Houston, TX 77019
Frances Jeter	5967 Riverview Way Houston, TX 77057
Hollis Kazmann	2907 Georgetown Houston, TX 77005
Carter Lee	3665 Overbrook Houston, TX 77019
Lynn Locher	6139 Meadow Lake Lane Houston, TX 77057-3521
Ann McDaniel	3744 Ingold Houston, TX 77005
Tara Mize	5307 Cedar Creek Houston, TX 77056-2303
Dorothy O'Shea	218 Big Hollow Houston, TX 77042

Cecille Shannon

624 Shartle Circle  
Houston, TX 77024

Linda Walker

2931 Albans  
77005-1501

Leslie Weaver

321 Shasta Drive  
Houston, TX 77024

Darby Wilson

3435 Westheimer, #713  
Houston, TX 77027"

4. Articles VII (naming original incorporators) and X (private foundation prohibitions) are deleted in their entirety, and the remaining Articles renumbered accordingly.

5. The previous Article XI, now renumbered as IX, is amended in its entirety to read as follows:

"ARTICLE IX.

Upon the dissolution of the corporation, its net assets shall be distributed exclusively to one or more charitable organizations described in Sections 501(c)(3) and 509(a)(1), (2), or (3) of the Code and/or one or more governmental units described in Sections 170(b)(1)(A)(v), 170 (c)(1) and 509(a)(1) of the Code, as selected in the sole discretion of the Board of Trustees, with such funds (i) dedicated for charitable purposes related to rehabilitation, and (ii) used exclusively in the greater Houston area."

6. A new Article X is added as follows:

"ARTICLE X.

A trustee of the corporation shall not be liable to the corporation for monetary damages for an act or omission in the trustee's capacity as a trustee, except for liability (i) for any breach of the trustee's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the trustee received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the trustee's office, or (iv) for acts or omissions for which the liability of a trustee is expressly provided by statute. In addition to the circumstances in which a trustee shall not be liable as set forth in the preceding sentences, a trustee shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of a trustee."

## ARTICLE FOUR

These Restated Articles of Incorporation and each amendment made by these Restated Articles of Incorporation were adopted by majority vote of the directors at a meeting of the board of directors at which a quorum was present, held on June 18, 2001, there being no members having voting rights in respect thereof.

## ARTICLE FIVE

The Articles of Incorporation of the Corporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation, which accurately copy the entire text thereof and as amended:

### ARTICLE I.

The name of the corporation is The Kappa Kappa Gamma Charitable Foundation.

### ARTICLE II.

The corporation is a non-profit corporation.

### ARTICLE III.

The period of its duration is perpetual.

### ARTICLE IV.

The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and to use and apply the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, educational and prevention of cruelty to children purposes. Accomplishment of the corporation's purposes will be by direct expenditures or by contributions to organizations which are (1) exempt from federal income taxation as a result of being described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or a governmental unit described in Sections 170(b)(1)(A)(v) and 170(c)(1) of the Code, and (2) other than a private foundation within the meaning of Section 509(a) of the Code.

### ARTICLE V.

The street address of the registered office of the corporation is 5957 Crab Orchard, Houston, Texas 77057, and the name of the registered agent of the corporation at such address is Florence Ann McGee.

ARTICLE VI.

The number of Trustees constituting the Board of Trustees of the corporation is thirteen (13), and the names and addresses of the persons who serve as the current Board of Trustees are:

<u>Name</u>	<u>Address</u>
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Lynn Locher	6139 Meadow Lake Lane Houston, TX 77057-3521
Ann McDaniel	3744 Ingold Houston, TX 77005
Tara Mize	5307 Cedar Creek Houston, TX 77056-2303
Dorothy O'Shea	218 Big Hollow Houston, TX 77042
Cecille Shannon	624 Shartle Circle Houston, TX 77024
Linda Walker	2931 Albans 77005-1501
Leslie Weaver	321 Shasta Drive Houston, TX 77024

Darby Wilson

3435 Westheimer, #713  
Houston, TX 77027"

ARTICLE VII.

The corporation shall have no members.

ARTICLE VIII.

Regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the corporation shall not:

(1) Permit any part of the net earnings of the corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the corporation affecting one or more of its purposes);

(2) Carry on propaganda, or otherwise attempt to influence legislation;

(3) Participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office;  
or

(4) Attempt to influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drives.

ARTICLE IX.

Upon the dissolution of the corporation, its net assets shall be distributed exclusively to one or more charitable organizations described in Sections 501(c)(3) and 509(a)(1), (2), or (3) of the Code, and/or one or more governmental units described in Sections 170(b)(1)(A)(v), 170(c)(1) and 509(a)(1) of the Code, as selected in the sole discretion of the Board of Trustees, with such funds (i) dedicated for charitable purposes related to rehabilitation, and (ii) used exclusively in the greater Houston area."

ARTICLE X.

A trustee of the corporation shall not be liable to the corporation for monetary damages for an act or omission in the trustee's capacity as a trustee, except for liability (i) for any breach of the trustee's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the trustee received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the trustee's office, or (iv) for acts or omissions for which the

liability of a trustee is expressly provided by statute. In addition to the circumstances in which a trustee shall not be liable as set forth in the preceding sentences, a trustee shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of a trustee.

Dated August 15, 2001.

Jennie Hull  
JENNIE HULL, President

CODE OF CONDUCT FOR  
TRUSTEES AND OFFICERS OF  
THE KAPPA KAPPA GAMMA CHARITABLE FOUNDATION

A. General Statement. As a trustee and/or officer of THE KAPPA KAPPA GAMMA CHARITABLE FOUNDATION (the "Foundation") I am charged with observing the duties of care, loyalty, and obedience in administering the affairs of the Foundation. These duties include, but are not necessarily limited to, the matters listed below.

B. Actions Required. In order to properly discharge my responsibilities as a trustee and/or officer of the Foundation, I shall:

1. *Be aware of*

(a) organizational documents of the Foundation (i.e., articles of incorporation, bylaws, trust agreement);

(b) material contracts (employment contracts, leases, etc.);

(c) the structure and performance of investments and other income producing activities of the Foundation;

(d) board and committee meeting minutes; and

(e) general tax and accounting principles applicable to the Foundation.

2. *Participate* in the affairs of the Foundation by

(a) attending substantially all board and/or applicable committee meetings;  
and

(b) voting or objecting to matters submitted to a vote.

3. *Comply* with

(a) the organizational documents of the Foundation;

(b) the Conflict of Interest Policy of the Foundation which is attached hereto as Exhibit A and is incorporated herein for all purposes.

4. *Refrain* from

(a) participating in, or attempting to influence, any deliberations involving the Foundation and my own (or family's) personal or business interests (self-dealing transactions);



(b) obligating the Foundation to any contract or liability without express authority from the board;

(c) acting outside the course and scope of authority granted to me under the organizational documents, any employment contract, or directives adopted by the board;

(d) advancing my own (or family's) interests over the interests of the Foundation;

(e) disclosing to third parties or utilizing any confidential or proprietary information of the Foundation; and

(f) taking or usurping an opportunity that is presented to the Foundation.

5. ***Obey*** all

(a) decisions of the board;

(b) material documents;

(c) terms of tax laws applicable to the organization.

C. Enforcement and Sanctions. I understand that my responsibilities to the Foundation may be enforced by existing or former trustees or officers of the Foundation, the attorney general, and in some cases, other interested third parties, such as donors, patrons, etc. Penalties for failing to comply with responsibilities include my removal as trustee and/or officer of the Foundation, monetary damages, restitution, and punishment under applicable criminal statutes.

D. Agreement. For and in consideration of my appointment as a trustee and/or officer of the Foundation, I agree to be bound by this Code of Conduct, including the attached Exhibit A.

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Signature

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Print Name

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Date

EXHIBIT A

THE KAPPA KAPPA GAMMA CHARITABLE FOUNDATION

CONFLICT OF INTEREST POLICY

1. Prior to a board action on a contract or transaction (i.e., grant approval), trustees shall disclose any potential interest (e.g., personal, financial or business) of the director or family that would be affected by any action being considered for a vote by the Foundation (a "conflict of interest"). Such disclosure must be of record in the minutes.
2. A trustee who has a conflict of interest may not participate in the discussion except to disclose material facts and to respond to questions, and may not attempt to exert his or her personal influence either at or outside the meeting.
3. The trustee with the conflict of interest may not vote on the matter.
4. Each trustee shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which he or she is involved that could contribute to a conflict of interest. Such relationships, positions, or circumstances might include service as a trustee, director or consultant to a nonprofit organization that might request funds from the Foundation, or ownership of a business that might provide goods or services to the Foundation. Any changes during the year must be reported.