

RESTATED ARTICLES OF INCORPORATION
OF
TRAVIS AUDUBON SOCIETY, INC.

ARTICLE ONE

The name of the corporation is Travis Audubon Society, Inc. The corporation hereby adopts restated articles of incorporation which accurately copy the articles of incorporation and all amendments thereto that are in effect to date and as further amended by such restated articles of incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

The articles of incorporation of the corporation are amended by the restated articles of incorporation as follows:

- To make the duration of the Society perpetual;
- To establish two classes of membership with differing rights and privileges; and
- To designate a new registered agent and registered office for the Society.

ARTICLE THREE

Each such amendment made by the restated articles of incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such restated articles of incorporation and each such amendment made by the restated articles were adopted on January 15, 2004 in the following manner:

The restated articles and the amendments made by such restated articles were adopted at a meeting of the members held on January 15, 2004, at which a quorum was present, and the restated articles and the amendments made by such restated articles received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

ARTICLE FOUR

The articles of incorporation and all amendments thereto are hereby superseded by the following restated articles of incorporation which accurately copy the entire text thereof including any previous amendments and as amended as set forth above:

Article I
NAME

The name of the corporation is Travis Audubon Society, Inc. (the "Corporation" or "Society").

Article II
AFFILIATION

Travis Audubon Society, Inc. is a Texas non-profit corporation which may operate as a chapter of the National Audubon Society. The Chapter, by vote of its Board, may revoke its charter and cease to be a

Chapter of National Audubon by providing sixty (60) days written notice of such decision to its State Director. Such revocation and termination shall not affect the existence of the Society.

Article III

PURPOSES

The purpose and objective of this Society shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits as may be included in the following stated purposes of the National Audubon Society:

1. To arouse, through education, the public recognition of the value of and need for protection of wild birds and other animals, plants, soils and water, as well as the interdependence of all our natural resources.
2. To study and conduct research with relation to the scientific facts, a knowledge of which is essential to the formulation of sound policies in the field of conservation.
3. To foster recognition of the need for preservation of such environmental conditions as ample food, water, and cover, and the maintenance of these factors for ensuring the survival of the plants and animals living therein, in their natural state.
4. To foster the preservation of an adequate stock of native plants and animals, so that no species may become extinct or threatened by extinction.
5. To promote the protection and preservation of all our natural resources, including the establishment and maintenance of nature sanctuaries.
6. To publish and distribute documents as a means of dissemination of information about the above-mentioned subjects or related matters.
7. To hold meetings, lectures, and exhibits, and to develop and maintain a library in the interests of the conservation of natural resources.
8. To establish and maintain such educational projects as nature trails, exhibits, tours, and camps.
9. To encourage the organization of branches and other affiliated groups in sympathy with the stated aims.
10. To cooperate, as occasion prompts, with national and state conservation agencies and with private associations devoted to conservation and education in the field of natural resources.
11. To further, by all means both wise and opportune, the objects included within or related to those listed above.
12. Except as otherwise provided for in these Articles of Incorporation, the Society shall have all of the powers provided for in the Non-Profit Corporation Act.

Article IV

PROHIBITIONS

This Society is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits and net income of this Society are irrevocably dedicated to the purposes set forth above, and no part of the property assets, profits, or net income of this Society shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual, except that the Society shall be empowered and authorized to pay reasonable compensation for services rendered and to make payments and distribution for the furtherance of the purposes set forth in these Articles of Incorporation.

Article V

DISSOLUTION

Upon the dissolution of the Society, the Board of Directors of the Society shall, after paying or making provisions for the payment of all the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society, in such manner or to such organization or organizations organized and operated exclusively for charitable educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code") (or the corresponding provision of any future United States Internal Revenue Law), as the Society shall determine. Any of such assets not so disposed of, shall be distributed to the Texas Audubon Society, if at the time it both exists and qualifies as an exempt organization under section 501(c)(3) of the Code. Provided further, that if the Texas Audubon Society is not then in existence or is not

an organization described in section 501(c)(3) of the Code, such remaining assets shall be distributed to the National Audubon Society.

Article VI

PROHIBITION ON POLITICAL PARTICIPATION

No substantial part of the Society's financial resources shall be devoted to propaganda for or otherwise attempting to influence legislation, nor shall the Society participate in, or intervene in (including the publishing or distributing statements) any political campaign in behalf of any candidate for public office. Nor shall the Society participate in organizations or coalitions whose activities are contrary to this section or any activity which will be inconsistent with the tax exempt status of the National Audubon Society or this Society.

Article VII

AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds vote of the membership present at any regular or special meeting, provided that suitable notice is mailed to each member at least fifteen days before said meeting. Such meetings may be proposed by the Board of Directors or by a petition signed by no fewer than twenty members in good standing.

Article VIII

MEMBERSHIP

The membership is open to any person interested in the purposes of the Society. There will be two classes of membership: National Members (persons who are members of the National Audubon Society) and Chapter Members (who are members of and pay dues to the Society, and who may also be National Members). Chapter Members shall have the right to hold offices in the Society, to vote on Society issues, including election of officers, and to fully participate in the activities of the Society. National Members who are not Chapter Members shall have the right to attend meetings and functions of the Society. Additionally, the Board of the Society may from time to time extend additional privileges to National Members as it sees fit.

Article IX

DURATION

Travis Audubon Society shall continue in perpetuity.

Article X

DIRECTORS

The Board of Directors of the Corporation shall be the governing board of the Corporation. The number of Directors may be changed from time to time in the manner provided by the Bylaws of the Corporation, but in no event shall there be less than three (3) Directors.

Article XI

REGISTERED AGENT AND OFFICE

The registered office of the Corporation shall be 7442 Dallas Drive, Austin, Texas 78729 and the registered agent shall be John Kelly.

Article XII

INDEMNIFICATION

The Society shall 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 officer or other person related to the Society to the extent permitted in the Texas Non-Profit Corporation Act governing indemnification. As provided by the Bylaws, the Board of Directors shall have the power to further define the requirements and limitations for the Society to indemnify directors, officers, or others related to The Society including, but not limited to, the purchase of insurance to fund such indemnity commitments as further described in the provision of the Act governing indemnification.

Dated this 29 day of January.

Pat Dillon

President