

ARTICLES OF INCORPORATION  
OF  
THE HOUSTON LIBRARY BOARD

FILED  
In the Office of the  
Secretary of State of Texas

MAY 06 1977

*Mark L. Fox*  
Deputy Director, Corporation Division

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 The Houston Library Board.

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of duration is perpetual.

ARTICLE FOUR

Section 1: The purposes for which the Corporation is organized are:

Clause (a): To solicit funds, gifts, and bequests for library acquisitions, additions and improvements.

Clause (b): To review and make advisory recommendations to the Mayor and City Council on the acceptance of gifts of Real Estate, Art Objects, and Items of similar nature.

Clause (c): To review and make advisory recommendations to the Mayor and City Council on any proposed physical additions and improvements to be paid for with City funds.

Clause (d): To review and make recommendations on Library Department matters submitted to it by the Director of the Library Department, or by the Mayor and City Council.

Clause (e): To manage and invest and oversee the management and investment of solicited funds, gifts, and bequests donated for library purposes and held in special trust accounts set up by the Board for these purposes, or invested by the Board.

Clause (f): To engage in any activity which may be necessary or incidental to the accomplishment of the non-profit governmental functions mentioned in Clauses (a), (b), (c), (d) and (e).

Section 2: Limiting Clauses.

(Clause (a)): Nothing in this articles is to be construed as authorizing the Corporation to transact any business for profit in the State of Texas or any business in the State of Texas expressly prohibited by any law of the State of Texas, or to engage in any activity in the State of Texas, which cannot lawfully be engaged in without first obtaining a license under the laws of the State of Texas and which license cannot be granted to a corporation, or to operate any of the businesses referred to in Section B (3) - (5) of Article 2.01 of the Act or to any action in violation of any of the laws referred to in Section C of Article 2.02 of the Act.

Clause (b): No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in this article. No substantial part of the activities of the Corporation shall be the carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) By a corporation exempt

from Federal Income Tax under Section 115 of the Internal Revenue Code IRC of 1954 as amended (hereinafter called the "Code") or (b) By a corporation, contributions to which are deductible under Section 170(c) (1) of the Code.

#### ARTICLE FIVE

The members of this corporation shall be the same persons who are the directors of this corporation.

#### ARTICLE SIX

Section 1: The street address of the initial registered office of the corporation is Central Library Building 500 McKinney Street, Houston, Texas 77002.

Section 2: The name of the initial registered agent of the corporation, at such address, is David M. Henington, Director of Libraries of the City of Houston.

#### ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation is thirteen (13) and, there being one vacancy, the names and addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
(1) Dr. Charles F. Jones	2315 Houston Natural Gas Building 1200 Travis Houston, Texas 77002
(2) Mrs. Jerald David Mize	2515 Reba Drive Houston, Texas 77019
(3) Mrs. J. S. Stone	3402 Binz Houston, Texas 77004
(4) Mrs. Frank Freed	11310 Smithdale Houston, Texas 77024
(5) Mr. James H. Glanville	One Greenway Plaza East Suite 316 Houston, Texas 77046
(6) Mr. T. F. Glass, Jr.	Spaw-Glass, Inc. 2727 Kirby Drive Houston, Texas 77098

<u>Name</u>	<u>Address</u>
(7) Mr. John J. Herrera	1722 Hawthorne Houston, Texas 77098
(8) Mrs. Ford Hubbard, Jr.	3015 Chevy Chase Houston, Texas 77019
(9) Mrs. David Knapp	3023 Chevy Chase Houston, Texas 77019
(10) Mrs. Robert C. Lanier	1907 River Oaks Houston, Texas 77019
(11) Mrs. Moses LeRoy	3322 Drew Houston, Texas 77004
(12) Judge Woodrow Seals	Federal Building Room 11535 515 Rusk Houston, Texas 77002

Each such director shall hold office as long as such director is a member of the Houston Library Board of the City of Houston. The Board of Directors of this corporation shall always be made up of the same persons who are members of the Houston Library Board of the City of Houston, such membership being in accordance with the ordinance, or amendments thereto, establishing the Houston Library Board of the City of Houston, passed by the City Council of the City of Houston, and presently codified as Chapter 25 of the Code<sup>1</sup> of Ordinances of the City of Houston, Texas.

#### ARTICLE EIGHT

Because of the public, charitable nature of this corporation to benefit and aid the libraries of the City of Houston, Texas:

(1) No application for amendment to these Articles of Incorporation shall be valid unless it is accompanied by a certified copy of a motion, resolution, or ordinance of the City Council of the City of Houston, Texas approving the proposed amendment to these Articles of Incorporation.

(2) The officers, directors and members shall be subject to removal from office or membership in this corporation for failure to comply with the provisions of Article II, Chapter 25 of the

Code of Ordinances of the City of Houston, Texas, as now written, or as said provision may from time to time be amended, provided such provisions shall be in compliance with the Texas Non-Profit Corporation Act, and other superior law.

(3) A condition precedent to the authority of the officers, directors and members of this corporation to solicit and accept funds and donations shall be a determination by the Internal Revenue Service of the United States Treasury Department that this Corporation is exempt from Federal Income Taxes under the applicable provisions of the Internal Revenue Code.

(4) In the event the determination referred to in the foregoing paragraph number (3) is suspended or revoked, the City Council of the City of Houston shall be authorized to apply for the dissolution of this Corporation without the joinder of the Board of Directors of this Corporation. In the event that the City Council of the City of Houston votes to seek dissolution of this corporation under this provision, the authority of the officers, directors and members to act for and on behalf of this Corporation shall be suspended as to solicitation and acceptance of funds and donations.

#### ARTICLE NINE

The assets of the Corporation, in the event of its dissolution, shall be applied and distributed as follows:

Clause (a): All liabilities and obligations of the Corporation shall be paid, satisfied and discharged in case its property and assets are not sufficient to satisfy or discharge all of the Corporation's liabilities and obligations, the Corporation shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations.

Clause (b): The title to any remaining assets shall automatically pass to and vest in the City of Houston, subject to lawful use restrictions imposed by the donor.

Clause (c): In no event shall any asset or assets of the Corporation at the time of its dissolution be transferred or conveyed, directly or indirectly to any of the Corporation's then members, directors or officers.

ARTICLE TEN

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
David M. Henington	Library Department Central Library 500 McKinney Houston, Texas 77002
T. H. Cody, Jr.	Legal Department City of Houston City Hall 900 Brazos Houston, Texas 77002
Anna Russell	City Secretary's Office City of Houston 900 Brazos Houston, Texas 77002

IN WITNESS WHEREOF, we have hereunto set our hands, this

19<sup>th</sup> day of April, 1977.

David M. Henington  
David M. Henington

T. H. Cody, Jr.  
T. H. Cody, Jr.

Anna Russell  
Anna Russell

THE STATE OF TEXAS     I  
COUNTY OF HARRIS     I

I, a Notary Public in and for Harris County, Texas, do hereby certify that on this 19<sup>th</sup> day of April, 1977, personally appeared before me, David M. Henington, T. H. Cody, Jr., and Anna Russell, 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 and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year first above written.

Carol Davis  
Notary Public in and for  
Harris County, Texas