



LOCKWOOD DONIS FOUNDATION

AMENDED ARTICLES OF INCORPORATION

The undersigned person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Texas Nonprofit Corporation Act and adopts the following articles of incorporation:

ARTICLE I – NAME

The name of the corporation is the LOCKWOOD DONIS FOUNDATION, a not for profit corporation.

ARTICLE II - PERIOD OF DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III

A. PURPOSES

The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code. The specific purposes and objectives of the corporation shall include but not be limited to the following: The mission of the Lockwood Donis Foundation is:

- 1) To execute research and analysis, provide educational and exploratory findings through conferences, public relations, speaking and consultation, coaching and mentoring, and modeling of comparative benchmark and collaborative-specific solutions to for- and non-profits and public entities in English and Spanish languages.
- 2) To study the correlations of challenges and catalysts for organizational development, cultural coherence, and leadership efficiency.
- 3) To work directly with organizational leaders to define and forecast need, design strategy, facilitate implementation, and validate the results of custom solutions and incremental and disruptive innovational concepts.
- 4) To publish educational materials based on exploratory findings.
- 5) To create general awareness through multimedia resources that inspire the virtues of initiative, leadership – specifically women’s leadership, entrepreneurship, cultural diversity and coherence, team-building, community involvement, and value-adding initiatives.
- 6) To provide affordable local housing solutions that offer economic opportunity for participants and support the mission of the foundation.
- 7) To offer humanitarian aid and charitable contributions on a case-by-case basis.

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code. Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal



Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law. The purposes for which this corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. POWERS

In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section C. of this article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Texas and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either a principal or agent, subject to such limitations as are or may be prescribed by law.

C. RESTRICTIONS OF POWERS

(1) No part of the net earnings of the corporation shall inure to the private or proprietary benefit of, or be distributed to, any member [which is not then an exempt organization described in section 501 (c) (3) of the Internal Revenue Code] any Director or officer of the corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no (member which is not then and exempt organization described in section 501 (c) (3) of the Internal Revenue Code, and no] Director or officer of the corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Nothing contained in this Article shall be construed to empower the corporation to engage in any activities which are in furtherance of purposes other than those permitted to an organization described in Section 501 (c) (3) of the Internal Revenue Code.

(3) On dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501 (C) (3) of the Internal Revenue Code, contributions to which are deductible under section 170 c) (2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors.

(4) Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501 (c) (3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, and, during any period of time in which the corporation is a "private foundation" as defined in section 509 (a) of the Internal Revenue Code:

(i) The corporation shall not engage in any act of "self—dealing", as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code;

(ii) The corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942(a) of the Internal Revenue Code;



(iii) The corporation shall not retain any “excess business holdings”, as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;

(iv) The corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and

(v) The corporation shall not make any “taxable expenditure”, as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

(5) All references in these articles of incorporation to provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The registered agent for Lockwood Donis Foundation is Texan Registered Agent, LLC. Their address is 700 Lavaca St STE 1401 Austin, TX 78701.

ARTICLE V – MEMBERS

The Corporation may have one or more classes of members or may have no members. The designation of any such class or classes, the manner of their election or appointment, the tenure, terms of membership, powers, privileges, immunities and rights of the members of each class, including voting rights, if any, shall be set forth from time to time in the By-laws of the Corporation.

ARTICLE VI - BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in a Board of Directors, except as otherwise provided in the Texas Nonprofit Corporation Act, these articles of incorporation or the bylaws of the corporation. The number of Directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the bylaws of the corporation from time to time in force.

The initial Board of Directors shall consist of Six (6) persons.

No Director shall be personally liable to the corporation or to its members for monetary damages for any breach of fiduciary duty as a Director, except that the foregoing shall not eliminate or limit such Director’s liability to the corporation or to its members for monetary damages for the following: (1) any breach of such Director’s duty of loyalty to the corporation or to its members, (2) any of such Director’s acts or omissions not in good faith of which involve intentional misconduct or a knowing violation of law, (3) such Director’s assent to or participation in the making of any loan by the corporation to any Director or officer of the corporation, or (4) any transaction from which such Director derived an improper personal benefit.

ARTICLE VII – BYLAWS

The initial bylaws of the corporation shall be as adopted by the Board of Directors. Such board shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. Such bylaws may contain any provisions for the regulation or management of the affairs



of the corporation which are not inconsistent with law or these articles of incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any member which is not then an exempt organization described in section 501 (c) (3) of the Internal Revenue Code, or any Director or officer of this corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

ARTICLE VIII – AMENDMENT

These articles are an amendment to original articles of incorporation filed for The Lockwood Foundation on May 15th, 2015 at 7450 W 52nd Avenue, Unit M#197, Arvada, CO 80002. They reflect the name change to Lockwood Donis Foundation, the address change to 1527 West State Hwy 114 STE 500-219, Grapevine, TX 76051, and an expansion of the purposes of the foundation. EIN remains the same and all corresponding changes have been submitted to the Internal Revenue Service.

ARTICLE IX – INCORPORATOR

The name and address of the incorporator is:

David R. Lockwood
1527 West State Hwy 114, STE 500-219
Grapevine, TX 76051

Incorporator: _____

Date: _____