

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION OF**

San Antonio Nonprofit Council, Inc.

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, San Antonio Nonprofit Council, Inc. a Texas non-profit corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is SAN ANTONIO NONPROFIT COUNCIL, INC. (the "Corporation").

ARTICLE TWO

The Corporation has no members. The following Amendment to the Articles of Incorporation was adopted in a meeting by the Board of Directors of the Corporation on March 25, 2015, by vote of a majority of the Directors in office in conformity with the provisions of the Texas Non-Profit Corporation Act to change the name of the Corporation:

Article One is hereby amended to read in its entirety as follows:

ARTICLE ONE

The name of the Corporation is The Nonprofit Council, Inc. (the "Corporation").

EXECUTED this day of May 13, 2015.

THE NONPROFIT COUNCIL, INC.

By: _____

Scott McAninch, Executive Director

RECEIVED
JUN 03 2015
Secretary of State

ARTICLES OF INCORPORATION
OF
SAN ANTONIO NON-PROFIT COUNCIL, INC.

I, the undersigned natural person, of over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of SAN ANTONIO NON-PROFIT COUNCIL, INC., (referred to as a "Corporation") under the Texas Non-Profit Corporation Act (referred to as the "Act"):

ARTICLE 1

NAME

The name of the corporation is SAN ANTONIO NON-PROFIT COUNCIL, INC.

ARTICLE 2

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3) for one or more purposes that are exempt under the Texas franchise tax.

ARTICLE 3

DURATION

The Corporation shall continue until dissolved as provided by law, or be perpetual.

ARTICLE 4

PURPOSES

The purposes for which the Corporation is organized are:

1. To utilize the non-profit sector's influence to achieve a better quality of life in the San Antonio community;

2. To enhance the professional knowledge and capability of executives in the non-profit sector;
3. To plan for collaborative programs, grant applications and other non-profit sector initiatives, and
4. To serve as an advocate for the agencies and populations served by expressing a collective voice in regard to issues of common concern to the non-profit sector.

ARTICLE 5

POWERS

Subject to the limitations in these Articles of Incorporation, the Corporation shall have the authority to take any action it deems to be necessary, appropriate, or convenient relating to the management of the Corporation, including, but not limited to the powers to:

1. Have succession to its corporate name.
2. Make and alter bylaws.
3. Conduct affairs, carry on operations, and have officers anywhere in the world.
4. Have and alter a corporate seal, and use the seal by causing it or a facsimile to be impressed on, affixed to, or reproduced in any manner on instruments required to be executed by the Corporation's officers.
5. Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in any interest in real or personal property wherever situated.
6. Invest and reinvest in property that the Board of Directors deems advisable, including an option to acquire an asset.
7. Purchase, receive, subscribe for, acquire, own, hold, vote, employ, mortgage, lend, pledge, sell, dispose of, or otherwise use and deal in and with shares, interests, and obligations of other corporations, whether for profit or not for profit, associations, partnerships, individuals, and government agencies and instrumentalities.
8. Acquire, own, hold, mortgage, dispose of, and invest funds in property for the use and benefit of and under the discretion of any domestic or foreign convention, conference, or association with which the Corporation is affiliated, or which elects the Board of Directors, or which controls it in furtherance of the purposes of the convention, conference, or association.

9. Sell, convey, exchange, convert, grant an option, assign, build, manage, operate, control, or otherwise dispose of Corporation property.

10. Partition, divide, subdivide, assign, develop, and improve Corporation property.

11. Make or obtain the vacation of plats, adjust boundaries, adjust differences in valuation on exchange or partition, and dedicate easements for public use, or Corporation property, with or without consideration.

12. Make ordinary and extraordinary repairs and alterations in buildings, demolish improvements, raze party walls or buildings, and erect party walls or buildings on Corporation property.

13. Lease Corporation property for any legal purpose, and enter into any covenants and agreements relating to the leased property or any improvements that may be erected on the property.

14. Take the following actions regarding natural resources related to Corporation property:

(a) Enter into oil, gas, liquid or gaseous hydrocarbon, sulphur, metal, and any and all other natural resource leases.

(b) Enter into any pooling, unitization, repressurization, community, and other types of agreements relating to the exploration, development, operation, and conservation of properties containing minerals or other natural resources.

(c) Drill, mine, and otherwise develop oil, gas, and other minerals.

(d) Contract for the installation and operation of absorption and repressuring plants.

(e) Install and maintain pipelines.

15. Borrow money on behalf of the Corporation from any person, firm, or corporation for any Corporation purpose.

16. Make contracts, incur liabilities, issue notes, bonds and other obligations, and secure obligations by mortgage or pledge of Corporation property, franchises, and income.

17. Encumber or hypothecate Corporation property for any Corporation purpose by mortgage, deed of trust, pledge, or otherwise.

18. Lend money for the purposes of the Corporation, invest and reinvest funds, and take and hold real and personal property as security for the payment of funds loaned or invested.

19. Enforce any mortgage or deed of trust or pledge owned by the Corporation and, at any sale under any such mortgage, deed of trust, or pledge, bid and purchase at Corporation expense any property subject to the security instrument.

20. Lend money to and otherwise assist the Corporation's employees, but not its officers and directors.

21. Vote and give proxies to vote any Corporation securities.

22. Pay any assessments or other charges levied on any Corporation stock or other security.

23. Exercise any subscription, conversion, or other rights or options that may attach to the holders of any Corporation stocks, bonds, securities, or other instruments.

24. Continue and operate, sell, or liquidate any business or partnership interests received by the Corporation.

25. Participate in any plans or proceedings for the foreclosure, reorganization, consolidation, merger, or liquidation of any corporation or organization that has issued securities owned by the Corporation and, incident to that participation, deposit securities with and transfer title of securities to any protective or other committee established to further or defeat any such plan or proceeding.

26. Carry, at the expense of the Corporation, insurance or make other arrangements for payment of liabilities to protect the Corporation or their directors, officers, agents, and employees of the Corporation, or persons serving at the request of the Corporation as representatives of another enterprise, provided that the terms of the insurance or other arrangements are consistent with the provisions of Revised Civil Statutes Articles 1396-2.22A.

27. Make donations for the public welfare, or charitable, scientific, or educational purposes and in time of war, make donations in aid of war activities.

28. Abandon any Corporation asset.

29. Elect or appoint officers and agents for any periods of time, define their duties, and fix their compensation.

30. Establish pension plans and trusts and any pensions to all or certain classes of its officers and employees.

31. Employ an attorney, investment adviser, accountant, broker, tax specialist, or any other agent, and pay reasonable compensation for all services performed by any of them as a Corporation expense.

32. Compromise, participate in mediation, submit to arbitration, release with or without consideration, extend time for payment, and otherwise adjust any claims in favor of or against the Corporation.

33. Commence or defend any litigation in the corporate name with respect to the Corporation or any Corporation property, at the expense of the Corporation.

34. Cease the Corporation's activities and terminate its existence by voluntary dissolution.

35. Do all acts, take part in any proceedings, and exercise all rights and privileges as could an absolute owner of Corporation property, subject to the limitations expressly stated in these Articles of Incorporation. The enumeration of powers in these Articles of Incorporation shall not limit the general or implied powers of the Corporation or any additional powers provided by law.

ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization or private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501 (c) (3) and related regulations, rulings, and procedures. The Corporation shall have no power to 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 shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above 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 that is clearly incidental to an overriding public interest.
3. Devote more of its activities to attempting to influence legislation by propaganda or otherwise than is allowed by Section 501 (h) of 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 the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize 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 shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the net earnings of the Corporation 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.

The Corporation shall make distributions at such times and in such manners as to avoid the tax under Internal Revenue Code Section 4942. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d). The Corporation shall not retain excess business holdings as defined in Section 4943 (c). The Corporation shall not make any investments that would subject it to the tax described in Section 4944. The Corporation shall not make any taxable expenditures as defined in Section 4946 (e).

ARTICLE 7

MEMBERSHIP

The Corporation shall have members who will serve in the capacity of a support group or groups to assist the Corporation in furtherance of its exempt purposes.

ARTICLE 8

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 440 Labor Street, San Antonio, Texas, 78210. The name of the initial registered agent at this office is ROGER CABALLERO.

ARTICLE 9

BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters, relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the bylaws. The initial Board of Directors shall consist of twenty (20) persons. The number of directors may be increased or decreased by adoption or amendment of bylaws or only by amendment of these Articles of Incorporation. In electing directors, members (may or shall not) be permitted to 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 initial Board of Directors shall consist of the following person at the following address:

Name of Director

ROGER CABALLERO

Street Address

440 Labor Street
San Antonio, TX 78210

ARTICLE 10

LIMITATION OF 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 to the extent otherwise provided by a statute of the State of Texas.

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 as provided by or regardless of the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, or others related to the Corporation.

ARTICLE 12

CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13
INCORPORATOR

The name and street address of the incorporator is:


Name of Incorporator

JOHN D. RICE

Street Address

135 Melrose Drive East
San Antonio, TX 78212-2441

I execute these Articles of Incorporation on June 24, 2003.


JOHN D. RICE