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In the Office of the  
Secretary of State of Texas

FEB 18 1994

Corporations Section

ARTICLES OF INCORPORATION  
OF  
AMERICAN BOER GOAT ASSOCIATION

I, the undersigned natural person over the age of eighteen (18) years, acting as incorporator, adopt the following Articles of Incorporation of the American Boer Goat Association (referred to herein as the "Corporation") under the Texas Non-Profit Corporation Act (referred to herein as the "Act"):

ARTICLE 1  
NAME

The name of the Corporation is AMERICAN BOER GOAT ASSOCIATION.

ARTICLE 2  
NON-PROFIT CORPORATION

The Corporation is a non-profit corporation. Upon dissolution, all of the Corporation's assets should be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c), for one or more purposes that are exempt under the Texas Franchise Tax.

ARTICLE 3  
DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4  
PURPOSES

The purposes for which the Corporation is organized are to collect and maintain, in a suitable form, the history and pedigree of the Boer Goat in America; to provide for their registration; to preserve their purity; and to encourage the further improvement and wider distribution of the breed, through research, promotion and education.

ARTICLE 5  
POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to members, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

ARTICLE 6  
RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of 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.

ARTICLE 7  
MEMBERSHIP

The Corporation shall have one or more classes of members as provided in the bylaws of the Corporation.

ARTICLE 8  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is five miles northeast of Whitewright, on Fannin County Road Number 4040 (Route 3, Box 172, Whitewright, Texas 75491). The name of the initial registered agent at this office is Walt Harris.

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 17 persons. The number of directors may be increased or decreased by adoption or amendment of bylaws. In electing directors, members 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 persons at the following addresses:

<u>NAME OF DIRECTOR</u>	<u>STREET ADDRESS</u>
Norman Kohls	Box 239 Garden City, Texas 79739
Walter Pope	Box 826 Sonora, Texas 76950
Kim Halfmann	Box 144 Garden City, Texas 79739
Dian Naumann	4021 Caldwell Lane Del Valle, Texas 78617
Jimmy Day	5014 Doss Austin, Texas 78734
Don Jackman	Box 9 Campwood, Texas 78833
Lou Nuti	Route 1, Box 46B Burton, Texas 77835
Jane Meachem	HC 15, Box 225 Junction, Texas 76849
Ernest Schwartz	HC 78, Box 98 Garden City, Texas 79739
Mary Powis	Route 1, Box 31 Alachua, Florida 32615
Steve Quinn	512 Dandridge Drive Fayetteville, North Carolina 28303
Stan Keen	Box 979 Mertzon, Texas 76941
Charles Turner	642 North Patrick Dublin, Texas 76446
Buck Pruitt	Box 533 Campwood, Texas 78833

W.E. Whitehead

Box 1199  
Sonora, Texas 76950

Sammy Helmers

Box 179  
Girvin, Texas 79740

Mike Masters

Box 3982  
San Angelo, Texas 76902

ARTICLE 10  
LIMITATION ON 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 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, officers, members, or others related to the Corporation.

ARTICLE 12  
CONSTRUCTION

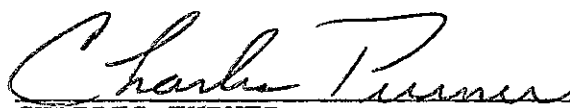
All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13  
INCORPORATOR

The name and street address of the incorporator is:

CHARLES TURNER  
642 North Patrick  
Dublin, Texas 76446

I, CHARLES TURNER, execute these Articles of Incorporation on the 14 day of February, 1994.

  
CHARLES TURNER