

**ARTICLES OF INCORPORATION
OF THE McBRYDE FOUNDATION
A NON-PROFIT ORGANIZATION**

The undersigned, a majority of whom are citizens of the United States, acting as incorporators of a Corporation under the Texas Non-Profit Corporations Act, Article 1396, et. seq., do hereby adopt the following Articles of Incorporation for such Non-Profit Corporation:

I.

The name of the Corporation is THE McBRYDE FOUNDATION.

II.

The Corporation's duration is perpetual.

IV.

The purpose for which the Corporation is organized is exclusively for charitable purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, and the Texas Tax Code, as amended. In furtherance of the above, the Corporation may make distributions on a state-wide basis, but will focus upon distributions in Kerr County and surrounding counties in the Texas Hill Country in order to enhance the quality of life in communities, provide for the enhancement of elderly services and care, and support religious and educational organizations and activities.

V.

Except as provided otherwise in these Articles, the Corporation shall have all of the powers provided by the Act.

VI.

The name and address of the original incorporator is:

Mason S. Standley
745 E. Mulberry Ave., #600
San Antonio, TX 78212

VII.

The initial Board of Directors consists of four directors, and the names and addresses of directors are:

R. Nowlin McBryde

Carol McBryde

Rebecca McBryde

Amy Howell

VIII.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of 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 or in opposition to 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 I.R.C. Section 501(c)(3) as amended or (b) by a Corporation, contribution to which are deductible under Section 172(c)(2) of the Internal Revenue Code as amended.

IX.

The Corporation is a non-profit corporation. Upon dissolution of the Corporation, assets shall be distributed for charitable purposes which are exempt under the Texas Franchise Tax Rules and within the definition of I.R.C. Section 510(c), as amended, from time to time.

SIGNED this 22nd day of December, 2004.

Mason S. Standley,
Incorporator

STATE OF TEXAS
COUNTY OF BEXAR

I, Judith A. Marshall, a Notary Public, do hereby certify that on this 22nd day of December, 2004, personally appeared before me Mason S. Standley, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Notary Public in and for
the State of Texas