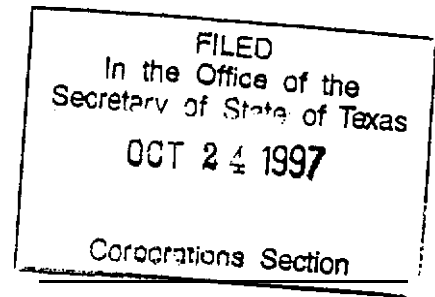


ARTICLES OF INCORPORATION
OF
THE JACKSON FOUNDATION



The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is THE JACKSON FOUNDATION.

ARTICLE Two

The corporation is a nonprofit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provision hereafter in effect.

The corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 1321 North First Street, Bellaire, Texas 77401 and the name of its initial registered agent at such address is Douglas Blake Jackson.

ARTICLE SIX

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons (not less than three) as may be fixed by the bylaws. Until changed by the bylaws the original number of directors shall be five (5). The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the corporation.

The names and addresses of the persons who shall serve as the initial Board of Directors of the corporation until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Douglas Blake Jackson	P.O. Box 57 Bellaire, Texas 77402
Donald L. Blair	P.O. Box 57 Bellaire, Texas 77402
Paul Jorayvaz	P.O. Box 57 Bellaire, Texas 77402
Tom Martin	P.O. Box 57 Bellaire, Texas 77402
Carol Deason	P.O. Box 57 Bellaire, Texas 77402

ARTICLE SEVEN

The corporation shall have no members.

ARTICLE EIGHT

The initial bylaws of the corporation shall be adopted by its Board of Directors, and the power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors.

ARTICLE NINE

The directors shall not engage, participate, or intervene in any activity or transaction which would result in the loss by the corporation of its status as an exempt organization under section 501(c)(3) of the Code, or corresponding provision hereafter in effect; and the use, directly or indirectly, of any part of the corporation's assets in any such activity or transaction is hereby expressly prohibited. Moreover, the corporation shall:

- (1) make distributions at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code;
- (2) not engage in any act of self-dealing which would be subject to tax under section 4941 of the Code;
- (3) not retain any excess business holdings which would subject it to tax under section 4943 of the Code;

(4) not make any investments which would subject it to tax under section 4944 of the Code: and

(5) not make any taxable expenditures which would subject it to tax under section 4945 of the Code.

ARTICLE TEN

A director of the corporation shall not be liable to the corporation for monetary damages for an act or omission in the director's capacity as a director, except for liability for (i) any breach of the director's duty of loyalty to the corporation, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (iv) acts or omissions for which the liability of a director is expressly provided by statute. In addition to the circumstances in which a director shall not be liable as set forth in the preceding sentences, a director shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of a director. This provision shall in no way limit or relieve a director of any liability for federal excise taxes under Chapter 42 of the Code.

ARTICLE ELEVEN

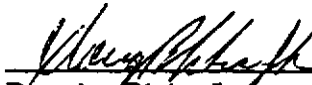
In the event of the dissolution of the corporation, all funds or property or rights thereto of the corporation shall not be transferred to private ownership, but shall be distributed to one or more organizations described in sections 501(c)(3) and 509(a)(1), (a)(Z), or (a)(3) of the Code, or corresponding provisions hereafter in effect, as selected by the directors of the corporation.

ARTICLE TWELVE

The name and address of the incorporator are:

Name	Address
Douglas Blake Jackson	P.O. Box 57 Bellaire, Texas 77402

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of October, 1997.



Douglas Blake Jackson