

BYLAWS  
OF  
THE JACKSON FOUNDATION

ARTICLE I - NAME AND PURPOSE

1.1 Name. The name of the corporation is THE JACKSON FOUNDATION.

1.2 Purpose. This corporation is organized exclusively for the tax exempt purposes set forth in Article Four of the Articles of Incorporation.

ARTICLE II - BOARD OF DIRECTORS

2.1 Number, Tenure, Election, and Vacancies.

2.1.1 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 (the "Board") which shall consist of not less than three (3) persons. Until changed by amendment to these bylaws or in accordance with the provisions of sections 2.1.2 through 2.1.6 below, the original number of directors shall be five (5).

2.1.2 Directors shall be appointed or removed (with or without cause) by Douglas Blake Jackson during his lifetime.

2.1.3 Upon the death of Douglas Blake Jackson, Beverly Blair Jackson (if married to Douglas Blake Jackson upon the death of Douglas Blake Jackson) shall automatically become a director of the corporation and shall have the power and the exclusive authority to appoint or remove (with or without cause) directors of the corporation.

2.1.4 Upon the death of Beverly Blair Jackson (while serving as a director of the corporation), each child of Douglas Blake Jackson shall automatically become a director of the corporation upon such child reaching the age of majority and the adult children of Douglas Blake Jackson then serving as directors of the corporation shall have the power and the exclusive authority (by majority vote) to appoint or remove (with or without cause) directors of the corporation, provided that no child of Douglas Blake Jackson may be removed from the Board, other than with cause and only by the unanimous vote of all directors of the corporation then serving (excluding the director being removed for cause).

2.1.5 Upon the death of Douglas Blake Jackson and Beverly Blair Jackson, if none of the children of Douglas Blake Jackson have reached the age of majority, the respective guardians of each such child shall automatically become a director of the corporation to serve until such child reaches the age of majority, at which time such child shall automatically become a director of the corporation and the guardians term as director shall automatically terminate. If the guardians of the minor children of Douglas Blake Jackson are serving as directors of the corporation and

there are no adult children of Douglas Blake Jackson serving as directors, such guardians shall have the power and exclusive authority (by majority vote) to appoint or remove directors (with or without cause).

2.1.6 Upon the death of Douglas Blake Jackson and Beverly Blair Jackson, if none of the children of Douglas Blake Jackson are living, then the three (3) oldest living descendants of Douglas Blake Jackson shall automatically become directors of the corporation and shall have the power and exclusive authority (by majority vote of such descendants) to appoint or remove directors (with or without cause), provided that if no such descendants are then living, the siblings of Douglas Blake Jackson (or their respective oldest adult descendent, in the event such sibling predeceases Douglas Blake Jackson) (collectively, the "Siblings") shall automatically become a director of the corporation and shall have the power and exclusive authority (by majority vote of such Siblings) to appoint or remove directors (with or without cause),

2.2 Annual Meeting. Each year the Board shall hold one annual meeting for the election of officers and the transaction of such other business as may lawfully come before the meeting. The date and place of such meeting shall be determined by the Board, and it shall be the duty of the secretary of the corporation to give ten days' notice of such meeting to each director by mail or telephone to each director not personally notified.

2.3 Order of Business. The order of business at the annual meeting shall be as follows:

- (a) Roll call.
- (b) Reading of the notice of the meeting.
- (c) Reading of the minutes of the preceding meeting and action thereon.
- (d) Reports of officers.
- (e) Election of officers.
- (f) Miscellaneous business.

2.4 Special Meetings. Special meetings of the Board shall be held whenever called by the secretary of the corporation upon the direction of the president of the corporation or upon written request of any two (2) directors; and it shall be the duty of the secretary to give sufficient notice of such meetings in person or by mail or telephone to enable the directors so notified to attend such meetings.

2.5 Quorum for Meetings and Voting.

2.5.1 During Douglas Blake Jackson's lifetime, a majority of the directors in office (which majority must include Douglas Blake Jackson during his lifetime) shall constitute a quorum for the transaction of business at all meetings convened according to these bylaws, and any act of a majority of the directors (which majority must include Douglas Blake Jackson during his lifetime) present at any meeting at which there is a quorum shall be the act of the Board.

2.5.2 During Beverly Blair Jackson's lifetime while serving as a director of the corporation, a majority of the directors in office (which majority must include Beverly Blah Jackson during her lifetime) shall constitute a quorum for the transaction of business at all meetings convened according to these bylaws, and any act of a majority of the directors (which majority

must include Beverly Blair Jackson during her lifetime) present at any meeting at which there is a quorum shall be the act of the Board.

2.5.3 Following the deaths of Douglas Blake Jackson and Beverly Blair Jackson, a majority of the directors in office (which majority must include a majority of the descendants or Siblings (as the case may be) of Douglas Blake Jackson if then serving) shall constitute a quorum for the transaction of business at all meetings convened according to these bylaws, and any act of a majority of the directors (which majority must include a majority of the descendants or Siblings (as the case may be) of Douglas Blake Jackson if then serving) present at any meeting at which there is a quorum shall be the act of the Board.

25.4 For purposes of this Section 2.5, a director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

2.6 Corporate Distributions. All distributions, grants, or similar payments by the corporation shall require approval of the Board pursuant to the procedures set forth in Section 2.5 of these bylaws, provided that if the guardians of the children of Douglas Blake Jackson are serving as directors of the corporation, the corporation shall not distribute, grant, or make similar payments in any fiscal year in excess of the minimum distributions required by the Internal Revenue Code of 1986, as amended (the "Code") or corresponding provision(s) hereafter in effect.

### ARTICLE III - GENERAL OFFICERS

3.1 Election. The officers of this corporation shall be a president, vice president, secretary, and treasurer and such other officers as may be determined and selected by the Board. The Board, at its first meeting and annually thereafter at the annual meeting, shall elect the officers. The officers so elected shall hold office for a period of one year and until their successors are duly elected and qualify. The offices of president and secretary may not be held by the same person.

3.2 Attendance at Meetings. The president, and in the president's absence, the vice president, shall call meetings of the Board to order, and shall act as chairman of such meetings. The secretary of the corporation shall act as secretary of all such meetings, but in the absence of the secretary, the chairman may appoint any person present to act as secretary of the meeting.

3.3 Duties. The principal duties of the several officers are as follows:

(a) President. The president shall preside at all meetings of the Board. The president shall be the chief executive officer of the corporation, and subject to the direction of the Board, shall have general charge and supervision of the administration of the affairs and activities of the corporation. The president shall see that all orders and resolutions of the Board are carried into effect, shall sign and execute all legal documents and instruments in the name of the corporation when authorized so to do by the Board, and shall perform such other duties as may be assigned from time to time by the Board. The president shall also submit a

report of the activities and affairs of the corporation at each annual meeting of the Board and at other times when called upon so to do by the Board.

(b) Vice President. The vice president shall discharge the duties of the president in the event of the president's absence or disability for any cause whatever, and shall perform such additional duties as may be prescribed from time to time by the Board.

(c) Secretary. The secretary shall have charge of the records and correspondence of the corporation under the direction of the president, and shall be the custodian of the seal of the corporation. The secretary shall give notice of and attend all meetings of the Board, and shall take and keep true minutes of all meetings of the Board. The secretary shall discharge such other duties as shall be assigned by the president or the Board. In case of the absence or disability of the secretary, the Board may appoint an assistant secretary to perform the duties of the secretary during such absence or disability.

(d) Treasurer. The treasurer shall keep account of all moneys, credits, and property of the corporation and all moneys received and disbursed by the corporation. Except as otherwise ordered by the Board, the treasurer shall have the custody of all the funds and securities of the corporation and shall deposit the same in such banks or depositories as the Board shall designate. The treasurer shall keep proper books of account showing at all times the amount of the funds and other property belonging to the corporation, all of which books shall be open at all times to the inspection of the Board. The treasurer shall also submit a report of the accounts and financial condition of the corporation at each annual meeting of the Board. The treasurer shall, under the direction of the Board, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the corporation, which checks, however, may also be required by the Board to be signed by the president or vice president, or in case of their absence or disability, by such member of the Board as the Board shall designate. In general, the treasurer shall perform all the duties which are incident to the office of treasurer, and shall perform such additional duties as may be prescribed from time to time by the Board. In case of the absence or disability of the treasurer, the Board may appoint an assistant treasurer to perform the duties of the treasurer during such absence or disability.

3.4 Vacancies. Whenever a vacancy shall occur in any general office of the corporation, such vacancy shall be filled by the Board by the election of a new officer who shall hold office until the next annual meeting and until his or her successor is elected and qualifies.

#### ARTICLE IV - APPOINTED OFFICERS AND AGENTS

The Board may appoint such officers and agents in addition to those provided for in Article III as may be deemed necessary, who shall have such authority and perform such duties as shall from time to time be prescribed by the Board. All appointed officers and agents shall hold their respective offices or positions at the pleasure of the Board, and may be removed from office or

discharged at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

#### ARTICLE V - EXECUTIVE COMMITTEE

5.1 Members. The Board may establish an Executive Committee which shall consist of not less than three directors who shall be elected by the Board at its annual meeting.

5.2 Powers. Subject to the direction of the Board, the Executive Committee, if the Board so decides, may have the immediate charge, management and control of the activities and affairs of the corporation, and have full power in the intervals between the meetings of the Board to do any and all things in relation to the affairs of the corporation and to exercise any and all powers of the Board in the management and diction of the affairs of the corporation.

The Executive Committee shall keep a record of its proceedings and report the same to the Board at each succeeding meeting of the Board.

5.3 Quorum. A majority of members of the Executive Committee shall constitute a quorum.

#### ARTICLE VI - AMENDMENTS

These bylaws may be amended by the Board at any meeting of the Board pursuant to the provisions of Section 2.5, provided that notice of the proposed amendment shall have been given to each director in writing at least three days prior to such meeting. Prior notice of any proposed amendment shall not, however, be necessary at any meeting of the Board at which two-thirds of the directors of the corporation are present.

#### ARTICLE VII - INDEMNIFICATION

Subject to the restrictions and limitations of sections 501(c)(3) and 4941 of the Internal Revenue Code of 1986, the corporation shall indemnify its officers and directors (or former officers and directors) to the fullest extent provided by Article 1396-2.22A of the Texas Nonprofit Corporation Act, or corresponding provision(s) hereafter in effect.

CERTIFICATE

I, DOUGLAS BLAKE JACKSON, hereby certify that I am the president of THE JACKSON FOUNDATION, a Texas nonprofit corporation, and that attached hereto is a true and correct copy of the original bylaws of the corporation, which bylaws have not been amended, modified, or revoked, and are in full force and effect on the date hereof.

  
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Douglas Blake Jackson, President

December 4, 1997  
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Date