

ARTICLES OF INCORPORATION
OF
TROY WAYNE RUCKER MEMORIAL FUND FOR FALLEN BIKERS

I, the undersigned, natural person, over the age of eighteen (18) years, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE
NAME

The name of the corporation is Troy Wayne Rucker Memorial Fund for Fallen Bikers (the "Corporation").

ARTICLE TWO
DURATION

The period of the Corporation's duration is perpetual.

ARTICLE THREE
NON-PROFIT CORPORATION

The Corporation is a nonprofit corporation located in Montgomery, Texas and organized under the Texas Non-Profit Corporation Act, Article 1396-1.01 et. seq., of the Texas Revised Civil Statutes and shall have all the powers, duties, authorizations and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Code"). The incorporator has been authorized to execute these Articles of Incorporation.

ARTICLE FOUR
PURPOSES

Section 1. The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501 (c)(3) of the Code, and to conduct, accomplish and carry on its objectives, functions and purposes or any part thereof set forth in the governing documents of the Corporation as amended from time to time, within or without the State of Texas. More particularly, the purpose of the Corporation is to

provide financial assistance for the burial and interment of fallen bikers by making funds payable directly to the memorial service provider selected by the fallen biker's family. The Corporation will conduct fundraisers to promote the Corporation and its purpose and to encourage donations to support the Corporation's purpose. The amount provided by the Corporation on behalf of a fallen biker will be within the amounts set by the Corporation's bylaws.

Section 2. This Corporation is additionally organized to promote, encourage, and foster any other similar religious, charitable, educational or nonprofit activities: to accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend or donate the income and principal thereof for, and to devote the same to, the foregoing purposes of the Corporation: and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided however, no act may be performed which would violate Section 501(c)(3) of the code as it now exists or as it may be hereafter be amended.

Section 3. In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in Article 1396-2.02 of the Texas Non-Profit Corporation Act, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (A)(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to make reasonable payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles.
- (ii) 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (iii) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170 (c)(2) of

the Code, or corresponding provisions of any subsequent federal tax laws.

- (B) In the event this Corporation is in any one year a “private foundation” as defined by Section 509 (a) of the Code, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of “self dealing” as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws; or (iv) making any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.
- (C) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation’s religious, charitable, educational or nonprofit purposes of if the gift or grant would require serving a private as opposed to public interest.
- (D) Upon the dissolution of the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to another organization that is a qualified charitable organization under Section 501(c)(3) of the Code, or corresponding section of any future federal code, which will be determined by a majority vote of the directors then in office. No member, director, or officer of the Corporation and no other private individual will be entitled to any distribution of any assets of the Corporation in the event of its dissolution.

ARTICLE FIVE REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation shall be located at 41 Hall Drive North, Montgomery, Texas 77316 and the name of the initial registered agent at such address shall be Carolyn Rucker.

ARTICLE SIX MEMBERSHIP

The Corporation shall have no members.

ARTICLE SEVEN BOARD OF DIRECTORS

The Corporation is a non-profit corporation and the management of its affairs is vested in its Board of Directors pursuant to Article 1396-2.14 of the Texas Nonprofit Corporation Act. The Directors of the Corporation shall be the persons constituting and serving as the initial Board of Directors as set forth below. Vacancies on the Board of Directors shall be filled by the remaining Directors serving on the Board. Any director may be reelected to serve consecutive terms on the Board of Directors. The number of directors may be increased or decreased from time to time by amendment to the Bylaws of the Corporation but in no event shall be there less than three (3) directors and no decrease shall have the effect of shortening the term of any incumbent director. The director shall hold voice for one (1) year terms, unless the director is otherwise removed prior to the expiration of the term. The number of directors constituting the initial Board of Directors shall be five (5) and their names and addresses are as follows:

1. Carolyn Rucker
2. Cheryl Rucker Meadows
3. Carol Ford
4. Margaret Stratton
5. Gina Hale

ARTICLE EIGHT OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Treasurer and a Secretary and such other officers and assistant officers as may be deemed necessary. The officers of the Corporation shall be elected by the directors and shall hold office for a term of one year and until the officer's successor shall be elected and qualified, unless the officer is otherwise removed prior to the expiration of the officer's term of office. Any two or more offices may be held by the same person except that the offices of President and Secretary shall not be held by the same person.

**ARTICLE NINE
LIMITED LIABILITY OF DIRECTORS AND OFFICERS**

A director or officer is not liable to the Corporation for monetary damages for an act or omission in the director's or officer's capacity except to the extent otherwise provided by a statute of the State of Texas.

**ARTICLE TEN
INDEMNIFICATION**

To the maximum extent permitted or required by Article 1396-2.22A of the Texas Non-Profit Corporation Act, as it now exists or as it may be amended in the future, the Corporation shall indemnify and advance expenses to persons who are officers, directors, employees, agents or other persons identified in Article 1396-2.22A, for amounts such persons pay directly. The Corporation shall not indemnify or advance expenses to such persons for any amount paid by a third party pursuant to a plan or contract of insurance.

**ARTICLE ELEVEN
AMENDMENTS**

The Corporation's Board of Directors shall have the sole and exclusive right to amend, alter, revoke, or otherwise change these Articles of Incorporation or any part hereof.

**ARTICLE TWELVE
INCORPORATOR**

The name and address of the incorporator of the Corporation is:

NAME:

ADDRESS:

Carolyn Rucker

Montgomery, Texas 77316

**ARTICLE THIRTEEN
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 FOURTEEN
ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of directors, officers, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date and signature of each person signing it. A consent signed by less than all the directors, officers, or committee members is not effective to take the intended action unless consents signed by the required number of persons are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent or officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign the consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transaction by a director, officer, or committee member, or photographic, facsimile or other or similar reproduction of a signed writing is to be regarded as being signed by the director, officer or committee member.

IN WITNESS WHEREOF, I have hereunto set my hand, this _____ day of May, 2009.

INCORPORATOR:

Original Doc Signed and dated

CAROLYN RUCKER