

# Articles of Incorporation

## Texas Association for Health, Physical Education, Recreation & Dance

Texas Association for Health, Physical Education, Recreation, and Dance. The undersigned natural person over the age of eighteen (18), acting as an incorporator, adopts the following Articles of Incorporation of the Texas Association for Health, Physical Education, Recreation, and Dance ("Corporation") under the Texas Non-Profit Corporation Act (the "Act").

### ARTICLE 1: Name

The name of the Corporation is Texas Association for Health, Physical Education, Recreation, and Dance.

### ARTICLE 2: Nonprofit Corporation

The Corporation is a nonprofit corporation. Upon dissolution, all of Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas franchise tax. The Corporation shall be the successor to an unincorporated association of the same name with its headquarters located in Austin, Texas. The incorporator has been authorized to execute these Articles of Incorporation by the consent of a majority of the members of the unincorporated association.

### ARTICLE 3: Duration

The duration of the Corporation is perpetual.

### ARTICLE 4: Purposes

Mission Statement: The Texas Association for Health, Physical Education, Recreation and Dance is the primary professional organization for developing and promoting the disciplines and professions of health, physical education, recreation and dance in the State of Texas. The Association is a professional organization committed to the development of knowledge and programs that foster active and healthy lifestyles and to the enhancement of skilled and aesthetic motor performance.

The purposes for which the Corporation is organized are to perform charitable activities within the meaning of Internal Revenue Code Section 501(c)(3) and Texas Tax Code Section 11.18(c)(1). Specifically, the Corporation is organized:

1. To enhance and continually improve programs provided to the general public by professionals in the disciplines of health, physical education (including, without limitation, human performance, movement education, and kinesiology), recreation, and dance.
2. To support, encourage, and provide guidance in developing and conducting school and community programs throughout the State of Texas relating to health, physical education, recreation, and dance.
3. To promote and facilitate the continued education and exchange of ideas of those professionals active in the disciplines of health, physical education, recreation, and dance in the State of Texas.
4. To increase the public's understanding and appreciation of the importance and value of the disciplines of health, physical education, recreation, and dance, and the contribution of these disciplines to the welfare of society as a whole.
5. To encourage and facilitate technical research and advances in the disciplines and science of health, physical education, recreation, and dance and to disseminate the results and findings from such research among those professionals active in these disciplines and to the general public.
6. To encourage the research, development, and distribution of educational articles in health, physical education, recreation, and dance, and to produce and distribute publications setting forth the results of such research and related educational materials in the disciplines of health, physical education, recreation, and dance.
7. To evaluate and promote the highest professional standards for those professionals practicing and programs relating to the disciplines of health, physical education, recreation, and dance.
8. To hold such conventions and sponsor such conferences, institutes, and other meetings to effectively carry out the purposes of the organization and to coordinate the activities of local organizations active in these disciplines in the State of Texas.
9. To cooperate with other organizations with similar purposes or interests as the Corporation.
10. To conduct such other activities as shall be approved by the Board of Directors of the Corporation that will enhance the effectiveness of health, physical education (including, without limitation, human performance, movement education, and kinesiology), recreation, and dance to improve the general welfare of society.

### ARTICLE 5: Powers

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

### 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. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation's assets shall be distributed to the state government for a public purpose or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized, as described by the Board of Directors.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any member, officer or director of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

#### **ARTICLE 7: Membership**

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

#### **ARTICLE 8: Registered Office and Agent**

The street address of the registered office of the Corporation is 7910 Cameron Road, Austin, Texas 78754. The name of the registered agent at this office is Dr. Diana Everett.

#### **ARTICLE 9: Board of Directors**

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (the "Board of Directors") shall be as provided in the bylaws. The initial 1991 Board of Directors are listed in the original document.

#### **ARTICLE 10: Limitations on Liability of Directors**

A director shall not be 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:

Name of Incorporator:	Street Address:
James L. Montgomery	100 Congress Avenue, Suite 1440 Austin Texas 78701

*Amended:*

<i>December</i>	<i>1998</i>
<i>November</i>	<i>2000</i>