

ARTICLES OF INCORPORATION

OF

**SAN JACINTO CHAPTER, NO. 139, INC., OF THE
NATIONAL ASSOCIATION OF WATCH AND
CLOCK COLLECTORS, INC.**

We, the undersigned natural persons, at least two (2) of whom are citizens of the State of Texas, and who are of the age of eighteen (18) years or more, acting as incorporators 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 San Jacinto Chapter, No. 139, Inc., of the National Association of Watch and Clock Collectors, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES

The corporation is organized exclusively for charitable, religious, educational, literary, and scientific purposes, including the broadening of appreciation of horological data. One of such purposes is to receive and maintain a fund or funds of real or personal property or both, and subject to the restrictions and limitations set forth in Article Eight hereof, to apply the whole of the income therefrom and the principal thereof exclusively for charitable, religious, educational, literary, and scientific purposes, either directly or by contributions to

organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code, and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 13026 Taylorcrest, Houston, Texas 77079, and the name of its initial registered agent at such address is Robert G. Levy II.

ARTICLE SIX

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Robert G. Levy II	13026 Taylorcrest, Houston, Texas 77079
James B. West	9523 Meadowbriar, Houston, Texas 77063
George W. Deeter	1030 Ben Hur, Houston, Texas 77055

ARTICLE SEVEN

INCORPORATORS

The names and street addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Beulah Danaher	1413 College, South Houston, Texas 77587
David Pasternak	3638 Sun Valley, Houston, Texas 77025
Robert G. Levy II	13026 Taylorcrest, Houston, Texas 77079

ARTICLE EIGHT

MISCELLANEOUS

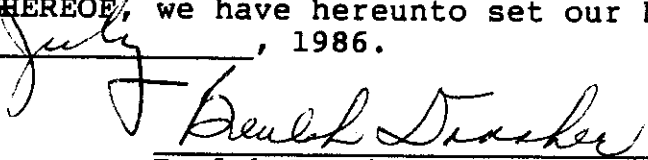
(1) No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for expenses incurred for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation, except as provided in Section (3) below. 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 any candidate for public office.

(2) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code, and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code, and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended.


(3) Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code, and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

(4) This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

IN WITNESS WHEREOF, we have hereunto set our hands,
this 24th day of July, 1986.



Beulah Danaher



David Pasternak



Robert G. Levy II

THE STATE OF TEXAS:

COUNTY OF HARRIS:

I, Emogene Davis a notary public, do hereby certify that on this 24th day of July, 1986, personally appeared before me Beulah Danaher, David Pasternak, and Robert G. Levy II, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Emogene Davis
NOTARY PUBLIC IN AND FOR THE
STATE OF TEXAS

[SEAL]

EMOGENE DAVIS
NOTARY'S NAME PRINTED OR STAMPED

MY COMMISSION EXPIRES: May 17, 1989