

Amended and Restated Articles of Incorporation of The Austin Ballroom Dancers

The Austin Ballroom Dancers, Inc., a Texas nonprofit corporation, pursuant to the provisions of Article 1396–4.06 of the Texas Non–Profit Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation, which accurately copy the Articles of Incorporation as amended by these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation contain revisions to Article I, Articles IV through X; Article XI was deleted. Such Amended and Restated Articles of Incorporation contain no other change in any provision thereof. Amendments through these Amended and Restated Articles of Incorporation were approved by at least a two-thirds vote at a meeting of a quorum of Austin Ballroom Dancers held on [insert date].

ARTICLE I -NAME AND MOTTO

The name of the corporation is **THE AUSTIN BALLROOM DANCERS (“ABD”)**, a social welfare organization dedicated to the motto, “Dancing Belongs to Life.”

ARTICLE II - NONPROFIT

The corporation is a nonprofit corporation.

ARTICLE III -TERM

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSES, POWERS, RESTRICTIONS AND DISSOLUTION

4.1 Purposes: The corporation is organized as a social welfare organization for the following purposes:

- (a) To stimulate and promote ballroom dancing through the sponsoring and provision of ballroom dances, ballroom dance instruction, and other related activities,
- (b) To provide its members and other interested persons a means of self-improvement in ballroom dancing,
- (c) To provide a place where dancers may enjoy ballroom dancing in a spirit of friendship, and
- (d) To carry out, promote, and foster, by all legal means within its power, educational, service, cultural, social, fund-raising and related activities; and, to accomplish such goals either directly or through the assistance and collaboration of third parties.

4.2 Powers: Except as these Articles otherwise provide, the corporation has all the powers provided by the Texas Non-Profit Corporation Act. Moreover, the corporation has all the implied powers necessary and proper to carry out its express powers.

4.3 Restrictions: The corporation shall have no capital stock, and no Member shall be obligated or entitled to subscribe to or hold capital stock or other evidence of ownership in order to exercise its rights to participate in the corporation. The corporation may not pay dividends or other corporate income to its Members, directors, or officers; however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under applicable provisions of the Internal Revenue Code, as in effect from time to time.

4.4 Dissolution: Upon dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the corporation, shall dispose of all of the assets of the corporation in accordance with applicable law in such manner or to such organization or organizations as the Board of Directors may determine, provided that such organizations are organized and operated exclusively as organizations exempt from federal income tax under applicable provisions of the Internal Revenue Code.

ARTICLE V – MEMBERSHIP

The corporation may have Members as provided in the corporation’s Bylaws.

ARTICLE VI - MANAGING BODY

The management of the corporation is vested in Board of Directors and such committees of the Board that the Board may, from time to time, establish. The Bylaws provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. The number of voting directors of the corporation shall be fixed in the Bylaws, but shall not be less than five (5). The Board may remove any Board member who, the Board determines by a two thirds vote (excepting the vote of the member who is being proposed for removal), is not fulfilling his or her duties to the corporation, engages in unethical behaviour; causes undue tension, and/or disrupts any activity(ies) of the Board and/or of the corporation.

ARTICLE VII – ACTION WITHOUT MEETING; TELEPHONIC MEETINGS

Unless otherwise provided by law, any action required or permitted to be taken at any meeting of the Members, Board of Directors or of any committee thereof may be taken without a meeting, if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Members, directors or committee members as would be necessary to take that action at a meeting at which all of the Members, directors or members of the committee were present and voted. Members, Directors, and members of committees thereof may participate in and hold a meeting by means of a conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Article shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VIII - CURRENT BOARD OF DIRECTORS

The names and addresses of the persons who are serving on the Board of Directors are:

- Tom Kamrath, President, 2505 Braemar Cove, Austin, TX 78747
- Susan Shelton, Vice-President, 1802 Kendra Cove, Austin, TX 78757
- Lanette Bading, Treasurers, 29 Lone Oak Trail, Austin, TX 78745
- Jeannene Wood, Secretary, 3409 Sauls, Austin, TX 78728
- Kasey Vowell, Program Director, 907 St. Williams Ave., Round Rock, TX 78681
- Elaine Cole, Membership Coordinator, 14531 Robert I Walker Blvd, Austin, TX 78728
- Kathi Kimbriel, Publicity, PO Box 202045, Austin, TX 78720

ARTICLE IX - PRINCIPAL OFFICE/REGISTERED AGENT

The street address of the corporation’s registered office is Treasurer, 29 Lone Oak Trail, Austin, TX 78745, and the name of the corporation’s registered agent at such address is Lanette Bading.

ARTICLE X - CONSTRUCTION

All references in the Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

IN WITNESS WHEREOF, I have hereunto set my hand on this ____ day of _____, _____.

[insert name]
Secretary