



The State of Texas  
Secretary of State

CERTIFICATE OF INCORPORATION

OF

LONGVIEW RODEO, INC.  
CHARTER NUMBER 01523410

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,  
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE  
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE  
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE  
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS  
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE  
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF  
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,  
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED FEB. 11, 1999

EFFECTIVE FEB. 11, 1999



*Edna R. Brown*  
Edna R. Brown, Secretary of State



## ARTICLE V.

### POWERS

Except as otherwise provided in these Articles, the Corporation shall have all the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

## ARTICLE VI.

### RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporation income to its 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 in these Articles.

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 provisions in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in any manner that is 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 any of its activities to attempting to influence legislation by propaganda or otherwise, except as may be 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;



Joe Wallace  
2020 Bill Owens Parkway  
Longview, Texas 75604

Mark E. Dulweber  
1121 Judson Road, Suite 135  
Longview, Texas 75601

## ARTICLE IX.

### LIMITATION ON LIABILITY OF DIRECTORS

A director shall not be liable to the Corporation 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 X.

### 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, officer, 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, and others related to the Corporation.

## ARTICLE XI.

### 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 XII.

### USE OF ASSETS ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any United States Internal Revenue law) as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by a court

of competent jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as the Court shall determine which are organized and operated exclusively for any of such purposes.

ARTICLE XIII.

INCORPORATOR

The name and street address of the Incorporator is as follows:

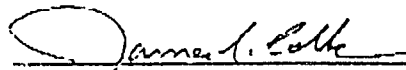
James I. Calk, Esq.  
2020 Bill Owens Parkway, Suite 200  
Longview, Texas 75604

ARTICLE XIV.

AMENDMENTS TO ARTICLES AND BYLAWS

The power to amend, modify, restate or repeal the Articles of Incorporation of the Corporation shall be as stated in the Act. Except as otherwise provided by law and subject to the other provisions of these Articles, including, without limitation, Articles IV, VI and the provisions herein, the Bylaws may be adopted, amended or repealed by the Board of Directors.

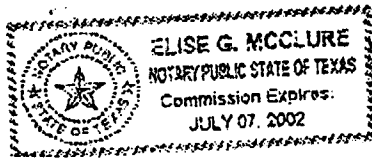
IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of February, 1999.



JAMES I. CALK, Incorporator

STATE OF TEXAS           §  
  §  
COUNTY OF GREGG       §

I, a Notary Public, do hereby certify that on this the 8th day of February, 1999, personally appeared before me JAMES I. CALK, who being by me first duly sworn, declared upon his oath that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true and correct.

  
NOTARY PUBLIC, STATE OF TEXAS