



Office of the Secretary of State

**CERTIFICATE OF INCORPORATION
OF**

Texas Community Capital
Filing Number: 800305469

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been 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 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: 02/17/2004

Effective: 02/17/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

FEB 17 2004

Corporations Section

ARTICLES OF INCORPORATION
OF
TEXAS COMMUNITY CAPITAL

The undersigned natural person over the age of eighteen (18), acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, adopts the following Articles of Incorporation for Texas Community Capital.

ARTICLE ONE
NAME

The name of the corporation is Texas Community Capital (the "Corporation").

ARTICLE TWO
NONPROFIT CORPORATION

The Corporation is a nonprofit corporation.

ARTICLE THREE
DURATION

The period of its duration is perpetual.

ARTICLE FOUR
MEMBERSHIP

The Corporation will not have members.

ARTICLE FIVE
PURPOSES

The Corporation is organized pursuant to the Texas Nonprofit Corporation Act. The purposes for which the Corporation is organized are exclusively charitable within the meaning of the Internal Revenue Service Code, Section 501(c)(3), and the Texas Tax Code, Section 11.18, and consist of the following:

The Texas Community Capital (the "Corporation") shall exist for the purpose of providing loan and investment products, development services and other related activities to community development financial institutions (CDFIs) in Texas. The mission of the Corporation is to provide specialized loan and investment products and services that strengthen the capacity of CDFIs to promote economic and community development in low-income Texas communities. The Corporation shall be and is a non-profit corporation under the laws of the State of Texas. The service area of the Corporation is the entire state of Texas, with a focus on low-income and under-served areas

ARTICLE SIX
RESTRICTIONS AND REQUIREMENTS

(1) Notwithstanding any other statements to the contrary, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes set forth in these Articles. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act.

(2) **No Private Inurement:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation may not pay dividends or other corporate income to its directors or officers, or otherwise accrue distributable profits, or permit the realization of private gain. 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 services rendered to or 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.

(3) **501(c)(3) Limitations:** Notwithstanding any other provision of these Articles of Incorporation, the Corporation may not take action that would be inconsistent with the requirements for tax exemption under the Internal Revenue Code, Section 501(c)(3), and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under the 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 may not:

- (a) Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (b) Serve a private interest other than one clearly incidental to an overriding public interest.
- (c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
- (d) Participate in or intervene in (including publishing or distributing statements and any other direct or indirect campaign activities) any political campaign on behalf of any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
- (e) Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- (f) Distribute its assets on dissolution other than for one or more exempt purposes.
- (g) Permit any part of the Corporation's net earnings to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

(4) **Private Foundation:** In addition, in the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1954, the Corporation shall distribute its income at such times and in such manners as to avoid tax for undistributed income under Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (b) Retain excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (c) Make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (d) Make any taxable expenditures as defined in section 4945(e) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(5) **Dissolution:** Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed exclusively to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under Texas franchise tax.

ARTICLE SEVEN POWERS

Except as these Articles otherwise provide, the Corporation has all the powers provided in the Texas Non-Profit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes. All amendments and changes to these Articles must be approved by at least two-thirds of the Board of Directors present at a meeting where a quorum is present.

ARTICLE EIGHT
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation will be 1021 East 7th Street, Suite 104, Austin, Texas 78702 and its initial registered agent at such address is J. Reymundo Ocañas.

ARTICLE NINE
BOARD OF DIRECTORS

The management of the corporation is vested in its Board of Directors and such committees of the board that the board may, from time-to-time, establish. The by-laws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. The initial board will consist of four (4) persons. The initial board will consist of the following persons at the following addresses:

<u>NAME</u>	<u>ADDRESS</u>
Francie Ferguson, Chair	1013 Harwood Place, Austin, Texas 78704
Tom Wilkinson, Vice-Chair	P.O. Drawer 4128, Bryan, Texas 77805
Janie Barrera, Treasurer	2014 S. Hackberry, San Antonio, Texas 78210
J. Reymundo Ocañas, Secretary	1021 E. 7th Street, Suite 104, Austin, Texas 78702

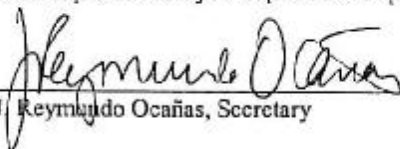
The number of directors may be increased or decreased by adopting or amending the bylaws. The number of directors may not be decreased to fewer than three (3).

ARTICLE TEN
INCORPORATOR

The name and street address of the incorporator is:

J. Reymundo Ocañas
1021 East 7th Street, Suite 104
Austin, Texas 78702

IN WITNESS WHEREOF, I execute these Articles of Incorporation on this 17 day of February 2004. The undersigned incorporator signs these articles of incorporation subject to penalties imposed by law for the submission of a false or fraudulent document.



J. Reymundo Ocañas, Secretary