

ARTICLES OF INCORPORATION

OF

SAN GABRIEL FLY FISHERS, INC.

FILED
In the Office of the
Secretary of State of Texas

APR 29 2005

Corporations Section

I, the undersigned natural person, who is of the age of eighteen (18) years or more, and who is a citizen of the State of Texas, acting as incorporator 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 GABRIEL FLY FISHERS, INC., a nonprofit corporation (Corporation).

ARTICLE TWO
NONPROFIT CORPORATION AND PURPOSES

The Corporation is a nonprofit domestic corporation established as a local extension of the Federation of Fly Fishers, Inc. (Federation) to be organized exclusively for educational and conservation purposes within the meaning of Section 501 (c)(3), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code. The purposes for which it is organized are as follows:

- A. To provide members with a forum for education and resource stewardship through the sport of fly fishing;
- B. To promote fly fishing through education as the most enjoyable and sporting method of fishing, and the method most consistent with the preservation of conservation - wise use - of our fishing waters and game fish;
- C. To provide assistance, advice, and suggestions to other angling groups to help them become more important and effective in their areas;
- D. To publicize the best practices and techniques of fly fishing, fly tying, casting, and other related subjects;

E. To be a voice for organized fly fishers as part of the Federation, maintaining liaison with other conservation and sporting organizations, and with the governmental agencies involved in so many aspects of our sport; and

F. To carry out the objectives and purposes of the Federation in their respective localities.

ARTICLE THREE
DURATION

The period of its duration is perpetual.

ARTICLE FOUR
ORGANIZATIONAL STRUCTURE AND MANAGEMENT

The Corporation will have members and is organized on a membership basis. Management of the affairs of the Corporation is to be vested in its board of directors. The number of persons constituting the board of directors and their method of election shall be set forth in the bylaws of the Corporation. The number of directors that constitute the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below:

<u>Name</u>	<u>Address</u>
Dallas Cassel	401 Dove Hollow Trail Georgetown, TX 78628
Brooks Bouldin	29003 Oakland Hills Drive Georgetown, TX 78628
Tommy Griffis	1701 County Road 254 Georgetown, TX 78628
Chris Turner	101 Brant Drive Georgetown, TX 78628
Randy Johnson	29005 Oakland Hills Drive Georgetown, TX 78628
Roy Smith	30116 Torrey Pines Circle Georgetown, TX 78628

ARTICLE FIVE
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1701 County Road 254, Georgetown, TX 78628, and the name of its registered agent is Tommy Griffis.

ARTICLE SIX
PROHIBITED PAYMENTS AND DISTRIBUTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article Two.

ARTICLE SEVEN
PROHIBITED ACTIVITIES

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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by:

- A. A corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or
- B. A corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE EIGHT
DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, subject only to any Order of a Court of competent jurisdiction.