

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DALLAS BAPTIST ASSOCIATION, INC.
(the "Association")**

Pursuant to the provisions of the Texas Business Organizations Code (the "Code"), the Association adopts the following Amended and Restated Articles of Incorporation, the effect of the hereinafter stated provisions being the following:

1. Restate the Articles of Incorporation of the Association to more fully comply with the Code and to incorporate and consolidate the provisions and effect of any and all prior amendments to the Association's Articles of Incorporation.
2. Amend such Articles of Incorporation for the following purposes:
 - (a) To clarify certain articles and provisions set forth in the original articles of incorporation and subsequent amendments;
 - (b) To delete certain articles of the Articles of Incorporation;
 - (c) To modify and amend the articles dealing with the Board of Directors to provide for additional directors;
 - (d) To make certain other modifications, amendments or deletions so that the Articles of Incorporation shall more fully comply with the Code.

ARTICLE ONE

The name of the corporation is "Dallas Baptist Association, Inc."

ARTICLE TWO

The Association is a nonprofit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The Association is organized exclusively for charitable, religious, and educational purposes, including but not limited to, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The aforesaid statement of purpose shall be construed as a statement of both purpose and authority and shall be broadly construed to effect its intent.

ARTICLE FIVE

The street address of the registered office of the corporation is 8001 East R. L. Thornton Freeway, Dallas, Texas 75228 and the name of its registered agent at such address is Bob H. Dean.

ARTICLE SIX

The number of directors constituting the board of directors of the corporation is four (4). The names and addresses of the persons who are serving as directors on _____, 2009, the effective date hereof, are:

<u>Name</u>	<u>Address</u>
Bob H. Dean	8001 East R. L. Thornton Freeway Dallas, Texas 75228
Bobby Martin	8001 East R. L. Thornton Freeway Dallas, Texas 75228
Chris Simmons	8001 East R. L. Thornton Freeway Dallas, Texas 75228
David Galvan	8001 East R. L. Thornton Freeway Dallas, Texas 75228

ARTICLE SEVEN

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the purpose clause hereof. "Members" as used in this paragraph shall refer to "private persons" and shall not refer to churches and 501 (c) (3) organizations. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) or the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by an organization, contribution to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of future federal tax code.

ARTICLE EIGHT

Upon dissolution of this 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 the corresponding section of any future federal tax code, 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 Competent Jurisdiction 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 and operated exclusively for such purposes.”

ARTICLE NINE

It is hereby provided that a director of the Association shall not be liable to the Association or its members or its affiliates for monetary damages for an act or omission in the director’s capacity as a director, except that this position does not eliminate or limit the liability of the director to the extent that the director is not liable for:

- (a) And act or omission that involves intentional misconduct or a knowing violation of the law;
or
- (b) A transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director’s office.

ARTICLE TEN

Any action required by the Code or these Articles which are to be taken at a meeting of the directors may be taken without a meeting of the directors if they consent in writing, setting forth the actions to be taken, and such writing is signed by a sufficient number of directors as would be necessary to take that action at a meeting at which all of the members or directors were present and voting.

ARTICLE ELEVEN

This instrument accurately sets forth the Articles of Incorporation of the Association and all amendments thereto that are in effect to date and as further amended by this Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Articles of Incorporation on behalf of the Association effective as of the ____ day of _____, 2009.

DALLAS BAPTIST ASSOCIATION, INC.

By: _____

Its: _____