

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
COLLEGE OF THE MAINLAND FOUNDATION**

These Amended and Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as amended. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

The undersigned, for the purpose of forming a corporation under the Texas Non-Profit Corporation Act, states the following:

**ARTICLE I
OFFICIAL NAME OF THE CORPORATION**

The name of the corporation shall be College of the Mainland Foundation (“Foundation”).

**ARTICLE II
DURATION**

The term of existence shall be perpetual.

**ARTICLE III
PURPOSE**

The Foundation is formed and organized for the purpose and mission of engaging in educational, scientific, literary, benevolent, and charitable works in support exclusively for the College of the Mainland (“the College”), an agency of the State of Texas, and to that end its objects and purposes are as follows:

A. To promote the educational and cultural welfare of the College, and to develop, expand, and improve the College’s facilities so as to provide broader educational advantages and opportunities, encourage educational advancement and opportunities, and increase the College’s usefulness.

B. To solicit and accept (whether by way of outright, limited or conditional gifts, grants appropriations and bequests, in trust or otherwise) funds of all kinds, including property, both real and personal, whether principal or income, tangible or intangible, vested or contingent, for the purposes that meet the goal of serving the collegiate institution named herein above.

C. To provide educational and financial aid and resources to the students, faculty, and staff and by providing relief for those students in need of financial resources in order to attend the College.

D. To engage in fundraising activities, promotions, or any legal activity for the

purpose of meeting the mission of serving the College's administration in educating its students.

E. To exercise all such powers and authority as may be necessary for the accomplishment of the objects and purposes herein-above set forth and to do any and all other things incidental thereto or connected therewith which are not forbidden by law or these Articles of Incorporation provided, however that to complement, and in completing this mission, the Foundation has qualified with the Internal Revenue Service for recognition of exemption under Section 501(c)(3) of the Internal Revenue Code.

F. Notwithstanding any other provision hereof, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future federal tax code, or (b) by any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future federal tax code.

ARTICLE IV MEMBERSHIP

The Foundation will have no members and will be governed by its board of directors.

ARTICLE V DIRECTORS

The Foundation shall be vested in its Board of Directors who shall be appointed to such a position in a said manner and for the term as provided for in the by-laws. The size of the board and removal of a director shall also be provided for in the by-laws. In no event will there be less than (3) members of the Board of Directors.

ARTICLE VI REGISTERED OFFICE

The registered office of the corporation shall be 1501 Amburn Road, Appomattox Square, Suite 13, Texas City, Texas 77591. The present registered agent of the corporation is Mary Ann Amelang, 1501 Amburn Road, Appomattox Square, Suite 13, Texas City, Texas 77591.

ARTICLE VII DISSOLUTION

Upon dissolution of the Foundation as provided for by law and after payment of all debts and satisfaction of all liabilities and obligations of the Foundation (or making adequate provision therefore), any remaining assets of the Foundation shall be distributed to College of the Mainland.

**ARTICLE VIII
AMENDMENTS**

The Foundation reserves the rights to amend, alter, change, or repeal any provision contained within these Articles of Incorporation in a manner now or hereafter prescribed by the laws of the State of Texas. Any such amendments shall require the affirmative vote of two-thirds of the directors, unless the laws of the State of Texas require a greater majority.

**ARTICLE IX
AUTHORIZATION**

The below officer of the Foundation has duly executed these Restated and Amended Articles of Incorporation the 20th day of May, 2015, pursuant to a resolution adopted by the Board of Directors.

Mary Ann Amelang
VP for Institutional Advancement and
Executive Director of COM Foundation

Adopted: October 26, 1967

Amended: March 23, 1972

Amended: May 20, 2015