

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

COSERV CHARITABLE FOUNDATION
Filing Number: 800348198

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: 06/01/2004

Effective: 06/01/2004



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

Geoffrey S. Connor
Secretary of State

ARTICLES OF INCORPORATION
OF
COSERV CHARITABLE FOUNDATION

FILED
In the Office of the
Secretary of State of Texas
JUN 01 2004
Corporations Section

I, the undersigned incorporator, who is over the age of eighteen years and a citizen of the State of Texas, hereby incorporate COSERV CHARITABLE FOUNDATION pursuant to Article 1396 of the Texas Revised Civil Statutes.

ARTICLE ONE

The name of the foundation is COSERV CHARITABLE FOUNDATION.

ARTICLE TWO

The foundation is a non-profit corporation.

ARTICLE THREE

The foundation may be dissolved by the action of its board of directors. Until so dissolved, the foundation's duration will be perpetual.

ARTICLE FOUR

The foundation is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal tax law (the "Code"), including for such purposes the making of distributions to organizations described in section 501(c)(3) of the Code.

ARTICLE FIVE

The foundation will not have members.

ARTICLE SIX

The address of the initial registered office of the foundation is 7701 S. Stemmons, Corinth, Texas, 76210 and the name of its initial registered agent at such address is Donnie Clary.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the foundation is three and the names and addresses of the persons who are to serve as the initial directors are:

Jody Forman	7701 S. Stemmons Corinth, Texas 76210
Jim Chism	7701 S. Stemmons Corinth, Texas 76210
Donnie Clary	7701 S. Stemmons Corinth, Texas 76210

ARTICLE EIGHT

No part of the net earnings of the foundation shall inure to the benefit of any private shareholder or other individual. No substantial part of the activities of the foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the foundation shall not participate in, or intervene in (including the publishing of or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Upon the dissolution of the foundation, the board of directors, after paying or making provision for the payment of all liabilities of the foundation, shall dispose of all assets of the foundation exclusively for the purposes of the foundation in such manner, or to such organization or organizations then described in section 501(c)(3) of the Code, as the board of directors shall determine.

ARTICLE NINE

To the fullest extent permitted by Texas law, a director of the foundation shall not be liable to the foundation for monetary damages for any act or omission in the director's capacity as a director, except that this Article Nine does not eliminate or limit the liability of a director for:

- (1) a breach of a director's duty of loyalty to the foundation;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the foundation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) an act or omission for which the liability of a director is expressly provided by an applicable statute.

ARTICLE TEN

The name and address of the incorporator is Stephen J. Gilles, 1601 Elm Street, Suite 3000, Thanksgiving Tower, Dallas, Texas 75201-4761.

IN WITNESS WHEREOF, I have hereunto set my hand this 28th day of May, 2004.



Stephen J. Gilles