



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

CLAYTON LIBRARY FRIENDS
Filing Number: 103558601

Articles Of Incorporation
Nonprofit Periodic Report
Report Notice
Nonprofit Periodic Report
Change of Registered Agent/Office

April 20, 1987
November 07, 1994
November 16, 1994
April 28, 2003
April 28, 2003

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 28, 2006.



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

APR 20 1987

Clerk I-B
Corporations Section

ARTICLES OF INCORPORATION
OF
CLAYTON LIBRARY FRIENDS

We the undersigned, are natural persons of the age of eighteen (18) years and citizens of the State of Texas, acting as the incorporators of the corporation set out above under the provisions of the Texas Non-Profit Corporation Act, and we do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation is Clayton Library Friends.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The corporation is formed exclusively for education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and in this connection, its purpose shall be, generally, the furtherance of genealogical research, including the enrichment of the total resources and facilities of the Clayton Library Center for Genealogical Research in Houston, Texas. The corporation shall also be empowered to do any other lawful act or thing incidental to or connected with the foregoing purpose or in furtherance thereof.

ARTICLES OF INCORPORATION

CLAYTON LIBRARY FRIENDS

ARTICLE FIVE

The corporation is constituted so as to receive substantially all its support from memberships, dues, fees, and assessments from its members and has not been formed for pecuniary profit or financial gain, and no part of the income, or profit of the corporation shall be distributable to, or inure to the benefit of any private shareholders or individuals within the prohibitions declared in Sections 170(c) and 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of this certificate, the corporation shall not carry on any activity 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 1954 (or the corresponding provision of any future United States Internal Revenue code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States internal revenue law).

ARTICLE SIX

The corporation shall have one (1) class of members. The manner of election and appointment of the members, and the qualification and all other rights of the members shall be as set forth in the Bylaws of the corporation.

ARTICLE SEVEN

If the corporation should be dissolved, either voluntarily or involuntarily, it shall be liquidated in accordance with the provisions of the Texas Non-Profit Corporation Act and all other applicable laws of the State of Texas; and after all debts, obligations and liabilities of the corporation shall have been paid, satisfied, and discharged, all money and property constituting the residue of the assets of the corporation shall be paid over and delivered to one or more organizations qualified as "exempt organizations" under Section 501(c)(3) of the Internal Revenue code of 1954, as now in force or hereafter amended, or successor provisions of the Internal Revenue Code then in effect, such one or more organizations to be selected and designated by resolution duly adopted by a majority of the then qualified and acting Board of Directors of the corporation.

ARTICLES OF INCORPORATION

CLAYTON LIBRARY FRIENDS

ARTICLE EIGHT

The address of the corporation's initial registered office is 5300 Caroline, Houston, Texas 77004, and the name of its initial registered agent at such address is John D. Kirtley.

ARTICLE NINE

The number of directors constituting the initial Board of Directors is eleven (11) and the names and addresses of those persons are as follows:

- John D. Kirtley 2082 Little Cedar Drive
Kingwood, Texas 77339
- Max R. Kruemcke Box 230342
Houston, Texas 77223
- Barbara York 505 Merrill
Houston, Texas 77009
- Judy Barnett 106 McTighe Drive
Bellaire, Texas 77401
- Clarance Smith 5806 Burlinghall
Houston, Texas 77035
- Eddie Simmons 15747 Wandering Trail
Friendswood, Texas 77546
- Beverly Kennerly 2907 Amherst
Houston, Texas 77005
- Mildred Tarchiani 14800 Memorial #158
Houston, Texas 77079
- Leah Auricchio 11400 Dunbeath Drive
Houston, Texas 77024
- Ann Reed 406 Flintdale
Houston, Texas 77024

Any Director may be removed by a vote of the majority of the Board of Directors, including the Director whose position is in dispute. Any vacancy on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors.

ARTICLES OF INCORPORATION

CLAYTON LIBRARY FRIENDS

ARTICLE TEN

The name and address of each incorporator is:

John D. Kirtley
2082 Little Cedar Drive
Kingwood, Texas 77339

Max R. Kruemcke
Box 230342
Houston, Texas 77223


Barbara York
505 Merrill
Houston, Texas 77009

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation on this 10th day of
APRIL, 1987.


Incorporators:



John D. Kirtley



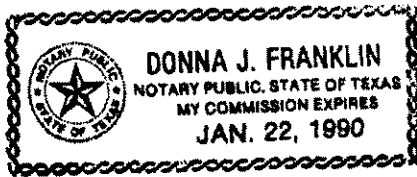
Max R. Kruemcke



Barbara York

THE STATE OF TEXAS
COUNTY OF HARRIS

The undersigned, a Notary Public, does certify that on the 10th day of April, 1987, personally appeared before me JOHN D. KIRTLEY, MAX R. KRUEMCKE, and BARBARA YORK, who, being by me first duly sworn, declared that they are the the persons who signed the foregoing instrument as the incorporators and that the statements contained therein are true.



[SEAL]

Donna J. Franklin

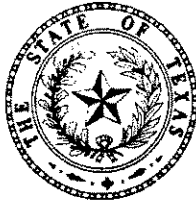
Notary Public in and for the State of Texas

Donna J. Franklin

Name of Notary
(Typed or Printed)

Notary's Commission Expires:

1/22/90



00191202713

FILED
In the Office of the
Secretary of State of Texas

The State of Texas
Secretary of State

NOV 07 1994

Corporations Section

RONALD KIRK
SECRETARY OF STATE

CHARTER NO. 01035586-01
ARTICLE 9.01, T.N.P.C.A. REPORT
FILING FEE \$5.00

PURSUANT TO THE PROVISIONS OF ARTICLE 9.01 OF THE TEXAS NON-PROFIT CORPORATION ACT, THE UNDERSIGNED CORPORATION HEREBY FILES ITS REPORT SETTING FORTH:

1. THE NAME OF THE CORPORATION IS:

CLAYTON LIBRARY FRIENDS

2. IT IS INCORPORATED UNDER THE LAWS OF: TEXAS

3. THE STREET ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF TEXAS IS: 5300 CAROLINE HOUSTON, TX 77004
(MAKE ANY CHANGES HERE)

4. ITS REGISTERED AGENT AT SUCH ADDRESS IS: ~~JOHN D. DORROH~~
(MAKE ANY CHANGES HERE) KAREN STEIN DANIEL

5. IF A FOREIGN CORPORATION, THE STREET ADDRESS OF ITS PRINCIPAL OFFICE IN THE STATE OR COUNTRY UNDER THE LAWS OF WHICH IT IS INCORPORATED IS:

6. THE NAMES AND RESPECTIVE ADDRESSES OF ITS DIRECTORS (OR TRUSTEES, ETC.) AND OFFICERS ARE: (NAME AT LEAST 3)

NAME	TITLE	ADDRESS
KAREN STEIN DANIEL	PRESIDENT	12402 Pantano Drive Houston, TX 77065-2523
MARGARET GRIGSBY MOTTLEY	FIRST VICE PRESIDENT	10138 Valley Forge Drive Houston, TX 77042-2038
JOHN DORROH	DIRECTOR	2401 Lazy Hollow, Apt. 214A Houston, TX 77063
ROBERT LOWRY, JR.	TREASURER	1519 Martin St. Houston, TX 77018-1843

7. THE FOREGOING INFORMATION IS GIVEN AS OF THE DATE OF THE EXECUTION OF THIS REPORT:

DATED October 16, 19 94

CLAYTON LIBRARY FRIENDS

RECEIVED
SECRETARY OF STATE

NAME OF CORPORATION

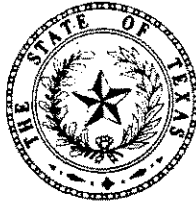
NOV --7 1994

BY Karen Stein Daniel
(SIGNATURE)

CORPORATIONS SECTION
MAIL CLERK 12

ITS PRESIDENT
(TITLE OF OFFICER SIGNING)

NOTE: ALL ITEMS MUST BE COMPLETED. MAKE CHANGES TO ITEMS 3 AND 4 AS NECESSARY. RETURN TO SECRETARY OF STATE, CORPORATIONS SECTION, P.O. BOX 13697, AUSTIN, TEXAS 78711-3697 WITH A \$5.00 FEE.



00191301095

The State of Texas
Secretary of State

NOV 16, 1994

JOHN D. KIRTLEY, REGISTERED AGENT
CLAYTON LIBRARY FRIENDS
5300 CAROLINE
HOUSTON, TX 77004

RE: CLAYTON LIBRARY FRIENDS
CHARTER NO. 1035586-01

DEAR SIR OR MADAM:

NOT MORE THAN ONCE EVERY FOUR YEARS THE SECRETARY OF STATE MAY REQUEST THAT NON PROFIT CORPORATIONS PROVIDE CURRENT INFORMATION REGARDING THEIR REGISTERED AGENT, OFFICERS AND DIRECTORS. ARTICLE 1396-9.01 OF THE TEXAS NON-PROFIT CORPORATION ACT REQUIRES A CORPORATION TO FILE THE REPORT CONTAINING THIS INFORMATION WITHIN THIRTY (30) DAYS OF THE MAILING OF NOTICE BY THE SECRETARY OF STATE TO THE CORPORATION THAT SUCH REPORT IS DUE. THE RECORDS OF THIS OFFICE REFLECT THAT THE ABOVE REFERENCED CORPORATION WAS NOTIFIED CONCERNING THE FILING OF THIS REPORT OVER THIRTY DAYS AGO.

IF YOU HAVE RECENTLY FILED THIS REPORT, PLEASE DISREGARD THIS NOTICE.

HOWEVER, IF YOU HAVE NOT FILED THIS REPORT PLEASE BE ADVISED THAT PURSUANT TO ARTICLE 1396-9.02 OF THE TEXAS NON-PROFIT CORPORATION ACT THE ABOVE REFERENCED CORPORATION'S RIGHT TO CONDUCT AFFAIRS HAS BEEN FORFEITED FOR FAILURE TO FILE THE REPORT AS OF THE DATE OF THIS LETTER.

THE RIGHT TO CONDUCT AFFAIRS MAY BE REVIVED BY SUBMITTING THE ATTACHED FORM TO THIS OFFICE ALONG WITH A FILING FEE OF \$5.00 PLUS \$1.00 LATE FEE.

FAILURE TO FILE THE REPORT WITHIN ONE-HUNDRED-TWENTY (120) DAYS FROM THE DATE OF THIS LETTER WILL RESULT IN THE FORFEITURE OF THE CORPORATION'S CHARTER, PURSUANT TO ARTICLE 1396-9.02E OF THE TEXAS NON-PROFIT CORPORATION ACT.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS REPORT, PLEASE CONTACT THIS OFFICE AT (512) 463-5582.

SINCERELY,

CORPORATIONS SECTION.
STATUTORY FILINGS DIVISION



Office of the Secretary of State
 Corporations Section
 P.O. Box 13697
 Austin, Texas 78711-3697

FILED
 In the Office of the
 Secretary of State of Texas
 APR 28 2003
 Corporations Section

ARTICLE 1396-9.01 REPORT

Pursuant to the provisions of article 9.01 of the Texas Non-Profit Corporation Act, the undersigned corporation hereby files its report setting forth:

1. The name of the corporation is CLAYTON LIBRARY FRIENDS
 The file number is 103558601
2. It is incorporated under the laws of TEXAS
3. The address (including street or building address, city, state, and zip code) of the registered office of the corporation in the state of Texas is
5300 CAROLINE ST., HOUSTON 77004
4. The name of its registered agent at such address is DAVID SINGLETON
5. If the corporation is a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is _____

6. The names and respective addresses of its directors and officers are
 (Attach additional sheets if necessary.) SEE ATTACHED LIST

NAME	ADDRESS	OFFICE
<u>DAVID SINGLETON</u>	<u>12018 BRIAR FOREST</u>	<u>PRES</u>
<u>JOE GUERRA</u>	<u>1606 ANVIL DR</u>	<u>SEC'Y</u>
<u>DON PUSCH</u>	<u>318 WHITECAP, EL LAGO</u>	<u>TREAS</u>

7. The foregoing information is given as of the date of the execution of this report.

Executed on APRIL 21, 2003

CLAYTON LIBRARY FRIENDS, Inc
 Name of Corporation
 By Robert duBois
 An Authorized Officer

CLAYTON LIBRARY FRIENDS

Clayton Library Center For Genealogical Research
P.O. Box 271078 • Houston, Texas 77277-1078

The 2003 CLF Board of Directors

President	David Singleton	12018 Briar Forest DR, Houston, TX 77077-3028
1 st V-P	Paula Parke	P. O. Box 842052, Houston, TX 77284-2052
2 nd V-P	Al Davis	929 Wax Myrtle LN, Houston, TX 77079-3772
Secretary	Joe Guerra	1606 Anvil DR, Houston, TX 77090-2116
Treasurer	Don Pusch	318 Whitecap DR, El Lago, TX 77586-5815
Director	Robert de Berardinis	6403 Ella Lee LN, Houston, TX 77057-4201
Director	David Lodge	9311 Portal DR, Houston, TX 77031-2210
Director	Tom Lyon	P.O. Box 720921, Houston, TX 77272-0921
Director	Emily Croom	542 Chelsea ST, Bellaire, TX 77401-5008
Director	Gay Carter	300 Cyberonics #1055, Houston, TX 77058-1540
Director	Liz Hicks	746 Edgebrook DR, Houston, TX 77034-2030
Clayton Library Manager (ex-officio, non-voting)		
	Marje Harris	5300 Caroline, Houston, TX 77004-6896

7. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.

By: Robert deBorja

(A person authorized to sign
on behalf of the entity)

INSTRUCTIONS

1. It is recommended that you call (512) 463-5555 to verify the information in items 3 and 5 as it currently appears on the records of the secretary of state before submitting the statement for filing. You also may e-mail an inquiry to corpinfo@sos.state.tx.us. As information on out-of-state financial institutions is maintained on a separate database, a financial institution must call (512) 463-5701 to verify registered agent and registered office information. If the information on the form is inconsistent with the records of this office, the statement will be returned.
2. You are required by law to provide a street address in item 4 unless the registered office is located in a city with a population of 5,000 or less. The purpose of this requirement is to provide the public with notice of a physical location at which process may be served on the registered agent. A statement submitted with a post office box address or a lock box address will not be filed.
3. An authorized officer of the corporation or financial institution must sign the statement. In the case of a limited liability company, an authorized member or manager of a limited liability company must sign the statement. A general partner must sign the statement on behalf of a limited partnership. A person commits an offense under the Texas Business Corporation Act, the Texas Non-Profit Corporation Act or the Texas Limited Liability Company Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.
4. Please attach the appropriate fee:

Business Corporation	\$15.00
Financial Institution, other than Credit Unions	\$15.00
Financial Institution that is a Credit Union	\$ 5.00
Non-Profit Corporation	\$ 5.00
Limited Liability Company	\$10.00
Limited Partnership	\$50.00

Personal checks and MasterCard®, Visa®, and Discover® are accepted in payment of the filing fee. Checks or money orders must be payable through a U.S. bank or other financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized processing cost of 2.1% of the total fees.
5. Two copies of the form along with the filing fee should be mailed to the address shown in the heading of this form. The delivery address is: Secretary of State, Statutory Filings Division, Corporations Section, James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. We will place one document on record and return a file stamped copy, if a duplicate copy is provided for such purpose. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.