

Royce L. Prude
7035 Town North Drive
Dallas, Texas 75231
214-348-7603

August 8, 2001

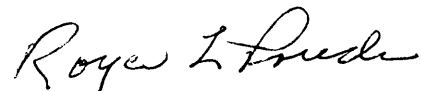
Secretary of State
Statutory Filing Division
Corporate Section
P.O. Box 13697
Austin, Texas 78711-3697

Mr. Secretary:

I hereby submit to you "Articles of Incorporation" for Bell's Chapel Cemetery Association Incorporated and the \$25.00 filing fee as required by the State.

Please advise if any other information is required.

Very Truly Yours,



Royce L. Prude
Incorporator

Enclosure

ARTICLES OF INCORPORATION

OF

BELL'S CHAPEL CEMETERY ASSOCIATION, INC.

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of BELL'S CHAPEL CEMETERY ASSOCIATION, INC. (referred to as the "Corporation") under the Texas Non-Profit Corporation Act (referred to as the "Act"):

ARTICLE 1

NAME

The name of the Corporation is BELL'S CHAPEL CEMETERY ASSOCIATION, INC.

ARTICLE 2

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3) for one or more purposes that are exempt under the Texas franchise tax.

ARTICLE 3

DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4

PURPOSES

The purposes for which the Corporation is organized are to perform charitable activities within the meaning of Internal Revenue Code Section 501 (c) (3) and Texas Tax Code Section 11.18 (c) (1). Specifically, the Corporation is organized to restore, preserve, and provide the operating care and up keep of the existing cemetery in Ellis

County, Texas. This is a historical cemetery located on private property and is a non-perpetual care cemetery.

ARTICLE 5

POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

ARTICLE 6

RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section (501) (3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170 (c) (2) and related regulations, rulings, and procedures. Regardless of any other provisions in these Articles of Incorporation of state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal

- Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
 3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
 4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
 5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
 6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3) to be used to accomplish the general purposes for which the Corporation was organized.
 7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
 8. Carry on any unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

ARTICLE 7

MEMBERSHIP

The Corporation shall have one class of members as provided in the bylaws of the Corporation.

ARTICLE 8

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7035 Town North Dr. Dallas, Texas, Dallas, County. The name of the initial registered agent at this office is Royce L. Prude.

ARTICLE 9

BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the bylaws. The initial Board of Directors shall consist of six (6) persons. The number of directors may be increased or decreased by amendment of bylaws. The initial Board of Directors shall consist of the following persons at the following addresses:

Name of Directors	Addresses
Royce L. Prude	7035 Town North Dr. Dallas, Texas 75231
Evelyn Byrd	1020 Farrar Rd. Waxahachie, Texas 75165
Fannie Humphries	103 Deerwood Ln. 75165 Waxahachie, Texas 75165
Virginia Ruth Humphries	214 Kimberley Hill Box 285 Palmer, Texas 75152
Van Sutton	7608 Jefferson Circle Colleyville, Texas 76034
Steve Hurst	2421 FM 813 West Palmer, Texas 75152

ARTICLE 10

LIMITATIONS ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 11

INDEMNIFICATION

The corporation shall not indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification.

ARTICLE 12

CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13

INCORPORATORS

The name and street address of the incorporator is:

Name of Incorporator	Address
Royce L. Prude	7035 Town North Dr., Dallas, Texas 75231

I execute these Articles of Incorporation on August 7, 2001.

Royce L. Prude
Royce L. Prude