



Office of the Secretary of State

April 10, 2006

Attn: Mark P. Tilley

Powell & Leon LLP
1706 West Sixth Street
Austin, TX 78703 USA

RE: Association of Migrant Educators of Texas
File Number: 800638927

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to tax.help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555
Enclosure



Office of the Secretary of State

CERTIFICATE OF FILING OF

Association of Migrant Educators of Texas
File Number: 800638927

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate 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: 04/06/2006

Effective: 04/06/2006



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

Roger Williams
Secretary of State

APR 06 2006

**Articles of Incorporation
of the
Association of Migrant Educators of Texas**

Corporations Section

I, the undersigned natural person over the age of eighteen (18), acting as incorporator, adopt the following Articles of Incorporation of the **Association of Migrant Educators of Texas** (referred to as the Corporation) under the Texas Non-Profit Corporation Act (referred to as the Act):

Article I

Name

The name of the Corporation is the **Association of Migrant Educators of Texas**.

Article II

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. The incorporators have been authorized to execute these Articles of Incorporation by the consent of a majority of the members of the unincorporated association.

Article III

Duration

The period of its duration is perpetual.

Article IV

Purposes

The purposes for which the Corporation is organized are to perform charitable, educational or scientific activities within the meaning of Internal Revenue Code § 501 (c)(3) and Texas Tax Code § 11.18(c)(1).

Article V

Powers

Except as otherwise provided in these Articles, the Corporation shall have all the powers provided in the Act. Moreover, the Corporation shall have all implied powers

necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to members, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

The Corporation may do all acts, take part in any proceedings, and exercise all rights and privileges as could an absolute owner of Corporation property, subject to the limitations expressly stated in these Articles of Incorporation. The enumeration of powers in these Articles of Incorporation shall not limit the general or implied powers of the Corporation or any additional powers provided by law.

Article VI

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 have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501 (c)(3) and related regulations, rulings, and procedures. The Corporation shall have no powers to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code §170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or 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 §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 an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

Article VII

Members

The Corporation shall have one or more classes of members as provided by in the bylaws of the Corporation.

Article VIII

Initial Registered Office and Agent

The initial registered agent of the Corporation is Mike McCallum. The address of the initial registered office of the Corporation is 1706 West Sixth Street, Austin, Texas 78703.

Article IX

Board of Directors

The management of the affairs of the Corporation shall be vested in the Board of Directors. The initial Board of Directors who are to serve until the first annual meeting of members or until their successors are elected are as follows:

Mike McCallum	1706 W. Sixth St., Austin, TX 78703
Noemi Ochoa	1900 W. Schunior, Edinburg, TX 78541
Will Ramos	400 E. Spring Valley Rd., Richardson, TX 75081
Karen Whitaker	2230 North Edwards, Mt. Pleasant TX 75455

Article X

Limitation on Liability of Members

A member is not liable to the Corporation or directors 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 XI Indemnification

The Corporation may 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, the **Association of Migrant Educators of Texas**, as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Directors or Officers shall have the power to define the requirements and limitations for the Corporation to indemnify board members, directors, officers, or others related to the Corporation.

Article XII Construction

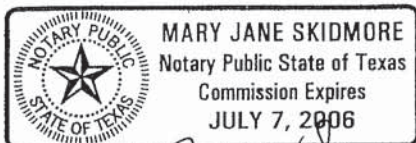
All references in these Article of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Article XIII Incorporator

The name and street address of each incorporator is:

Mike McCallum, 1706 West Sixth Street, Austin, Texas 78703.

I execute these Articles of Incorporation on 21 day of March, 2006.



Mary Jane Skidmore

Mike McCallum

Mike McCallum