

Return of Organization Exempt From Income Tax

2005

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

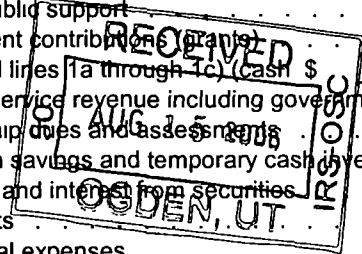
Department of the Treasury Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

Form 990 header section including: A For the 2005 calendar year, or tax year beginning, and ending; B Check if applicable; C Name of organization; D Employer identification number; E Telephone number; F Accounting method; G Website; J Organization type; K Check here; L Gross receipts.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Table with columns for Revenue, Expenses, and Net Assets. Rows include: 1 Contributions, gifts, grants, and similar amounts received; 2 Program service revenue; 3 Membership dues and assessments; 4 Interest on savings and temporary cash investments; 5 Dividends and interest from securities; 6 Gross rents; 7 Other investment income; 8 Gross amount from sales of assets other than inventory; 9 Special events and activities; 10 Gross sales of inventory; 11 Other revenue; 12 Total revenue; 13 Program services; 14 Management and general; 15 Fundraising; 16 Payments to affiliates; 17 Total expenses; 18 Excess or (deficit) for the year; 19 Net assets or fund balances at beginning of year; 20 Other changes in net assets or fund balances; 21 Net assets or fund balances at end of year.



SCANNED SEP 05 2006

Handwritten marks: 9-15 and a signature.

Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (See the instructions)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22			
23	Specific assistance to individuals (attach schedule)	23	57,265	57,265	
24	Benefits paid to or for members (attach schedule)	24			
25	Compensation of officers, directors, etc.	25	105,418	79,029	26,389
26	Other salaries and wages	26	227,508	170,555	56,953
27	Pension plan contributions	27			
28	Other employee benefits	28	21,838	14,194	7,644
29	Payroll taxes	29	20,003	13,002	7,001
30	Professional fundraising fees	30			
31	Accounting fees	31			
32	Legal fees	32			
33	Supplies	33			
34	Telephone	34	6,394	4,156	2,238
35	Postage and shipping	35			
36	Occupancy	36	30,900	20,085	10,815
37	Equipment rental and maintenance	37			
38	Printing and publications	38	7,195	4,676	2,519
39	Travel	39	8,034	8,034	
40	Conferences, conventions, and meetings	40			
41	Interest	41			
42	Depreciation, depletion, etc. (attach schedule)	42	1,585	1,030	555
43	Other expenses not covered above (itemize):				
a	See attached statement	43a	55,282	38,719	16,563
b	-----	43b			
c	-----	43c			
d	-----	43d			
e	-----	43e			
f	-----	43f			
g	-----	43g			
44	Total functional expenses. Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	541,422	410,745	130,677

Joint Costs. Check if you are following SOP 98-2.
 Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____; (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ► SEE ATTACHED STATEMENT	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.) a SEE ATTACHED STATEMENT (Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	410,745
b (Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
c (Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
d (Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
e Other program services (attach schedule) (Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ►	410,745

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only

		(A) Beginning of year	(B) End of year
Assets	45 Cash—non-interest-bearing		45 8,101
	46 Savings and temporary cash investments	-60	46 415,007
	47 a Accounts receivable	47a	
	b Less: allowance for doubtful accounts	47b	47c
	48 a Pledges receivable	48a	
	b Less: allowance for doubtful accounts	48b	48c
	49 Grants receivable		49
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50
	51 a Other notes and loans receivable (attach schedule)	51a	
	b Less: allowance for doubtful accounts	51b	51c
	52 Inventories for sale or use		52
	53 Prepaid expenses and deferred charges		53
	54 Investments—securities (attach schedule)	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	54
	55 a Investments—land, buildings, and equipment: basis	55a	
	b Less: accumulated depreciation (attach schedule)	55b	55c
56 Investments—other (attach schedule)		56	
57 a Land, buildings, and equipment: basis	57a 16,770		
b Less: accumulated depreciation (attach schedule)	57b 1,585	57c 15,185	
58 Other assets (describe)		58	
59 Total assets (must equal line 74). Add lines 45 through 58	-60	59 438,293	
Liabilities	60 Accounts payable and accrued expenses		60 788
	61 Grants payable		61
	62 Deferred revenue		62
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63
	64 a Tax-exempt bond liabilities (attach schedule)		64a
	b Mortgages and other notes payable (attach schedule)		64b
	65 Other liabilities (describe)		65
66 Total liabilities. Add lines 60 through 65		66 788	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted	-60	67 437,505
	68 Temporarily restricted		68
	69 Permanently restricted		69
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.		
	70 Capital stock, trust principal, or current funds		70
	71 Paid-in or capital surplus, or land, building, and equipment fund		71
	72 Retained earnings, endowment, accumulated income, or other funds		72
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	-60	73 437,505	
74 Total liabilities and net assets/fund balances. Add lines 66 and 73.	-60	74 438,293	

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See the instructions.)

a	Total revenue, gains, and other support per audited financial statements		a	978,987
b	Amounts included on line a but not on Part I, line 12:			
1	Net unrealized gains on investments	b1		
2	Donated services and use of facilities	b2		
3	Recoveries of prior year grants	b3		
4	Other (specify):	b4		
	Add lines b1 through b4		b	
c	Subtract line b from line a		c	978,987
d	Amounts included on Part I, line 12, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify):	d2		
	Add lines d1 and d2		d	
e	Total revenue (Part I, line 12). Add lines c and d		e	978,987

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements		a	541,422
b	Amounts included on line a but not on Part I, line 17:			
1	Donated services and use of facilities	b1		
2	Prior year adjustments reported on Part I, line 20	b2		
3	Losses reported on Part I, line 20	b3		
4	Other (specify):	b4		
	Add lines b1 through b4		b	
c	Subtract line b from line a		c	541,422
d	Amounts included on Part I, line 17, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify):	d2		
	Add lines d1 and d2		d	
e	Total expenses (Part I, line 17). Add lines c and d		e	541,422

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
Name ELIZABETH JULIA Str 3301 ELM STREET City DALLAS ST TX ZIP 75226	Title PRESIDENT Hr/WK 40	105,418		
Name RAMONA UTTI Str 3301 ELM STREET City DALLAS ST TX ZIP 75226	Title VP Hr/WK 2			
Name DEBRA KROUPA Str 3301 ELM STREET City DALLAS ST TX ZIP 75226	Title SECRETARY Hr/WK 2			
Name CRAIG FLOURNO Str 3301 ELM STREET City DALLAS ST TX ZIP 75226	Title CHAIRMAN Hr/WK 2			
Name _____ Str _____ City _____ ST ZIP _____	Title _____ Hr/WK _____			
Name _____ Str _____ City _____ ST ZIP _____	Title _____ Hr/WK _____			
Name _____ Str _____ City _____ ST ZIP _____	Title _____ Hr/WK _____			
Name _____ Str _____ City _____ ST ZIP _____	Title _____ Hr/WK _____			
Name _____ Str _____ City _____ ST ZIP _____	Title _____ Hr/WK _____			

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)		Yes	No
75 a	Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings		
	3		
b	Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)	75b	X
c	Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control?	75c	X
Note. Related organizations include section 509(a)(3) supporting organizations.			
If "Yes," attach a statement that identifies the individuals, explains the relationship between this organization and the other organization(s), and describes the compensation arrangements, including amounts paid to each individual by each related organization.			
d	Does the organization have a written conflict of interest policy?	75d	X

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				

Part VI Other Information (See the instructions.)		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76	X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77	X
78 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	78b	N/A
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X
b	If "Yes," enter the name of the organization ► <u>THE WALKER HOUSING FUND CHARITABLE TRUST</u> and check whether it is <input checked="" type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
81 a	Enter direct and indirect political expenditures. (See line 81 instructions.)	81a	
b	Did the organization file Form 1120-POL for this year?	81b	X

Part VI Other Information (continued)

		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
	82b		
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	
85	501(c)(4), (5), or (6) organizations		
a	Were substantially all dues nondeductible by members? N/A		
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? N/A		
	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
c	Dues, assessments, and similar amounts from members		
	85c		
d	Section 162(e) lobbying and political expenditures		
	85d		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		
	85e		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		
	85f		
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? N/A		
85g			
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? N/A		
85h			
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12.		
	86a	N/A	
b	Gross receipts, included on line 12, for public use of club facilities		
	86b	N/A	
87	501(c)(12) orgs. Enter: a Gross income from members or shareholders		
	87a	N/A	
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)		
	87b	N/A	
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
88			
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ N/A ; section 4912 ▶ N/A ; section 4955 ▶ N/A		
b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
89b			
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ N/A		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶ N/A		
90 a	List the states with which a copy of this return is filed ▶ NONE		
b	Number of employees employed in the pay period that includes March 12, 2005 (See instructions.)		
	90b		2
91 a	The books are in care of ▶ Name THE ORGANIZATION Telephone no. ▶ (214) 939-9239 Located at ▶ 3301 ELM STREET City DALLAS ST TX ZIP + 4 ▶ 75226		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
	If "Yes," enter the name of the foreign country ▶		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
91b			
c	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country ▶		X
91c			
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041— Check here ▶ <input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92	N/A	

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a					
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	12,222	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a MISCELLANEOUS			01	840	
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				13,062	
105 Total (add line 104, columns (B), (D), and (E))					13,062

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A				

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer: *Elizabeth K. Julian* Date: 8/14/06

Type or print name and title: Elizabeth K. Julian, President

Paid Preparer's Use Only

Preparer's signature: *James S. Hill* Date: 7/17/2006

Firm's name (or yours if self-employed), address, and ZIP + 4: Albright, Hill & Sumpter, PC 18601 LBJ Freeway, Suite 500, Mesquite, TX 75150

Check if self-employed:

Preparer's SSN or PTIN (See Gen. Inst. W): P00236976

EIN: 20-0104286

Phone no: 972-270-5452

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),
or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information—(See separate instructions.)

OMB No 1545-0047

2005

Department of the Treasury
Internal Revenue Service

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

Employer identification number

INCLUSIVE COMMUNITIES PROJECT

75-2352462

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

Total number of other employees paid over \$50,000 ▶

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of other contractors receiving over \$50,000 for other services ▶

Part III Statements About Activities (See page 2 of the instructions.)

Table with 3 columns: Question, Yes, No. Contains questions 1 through 4b regarding lobbying activities, compensation, and grants.

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is (Please check only ONE applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i)
6 A school. Section 170(b)(1)(A)(ii) (Also complete Part V.)
7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v).
9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state
10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the Support Schedule in Part IV-A)
11 a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A)
11 b A community trust. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
12 X An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the Support Schedule in Part IV-A.)
13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) sections 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: Type 1 Type 2 Type 3

Provide the following information about the supported organizations. (See page 6 of the instructions.)

Table with 2 columns: (a) Name(s) of supported organization(s), (b) Line number from above.

- 14 An organization organized and operated to test for public safety. Section 509(a)(4) (See page 6 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.*

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	100				100
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose			48,387	18,381	66,768
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets				12,442	12,442
23 Total of lines 15 through 22	100		48,387	30,823	79,310
24 Line 23 minus line 17	100			12,442	12,542
25 Enter 1% of line 23	1		484	308	

26 Organizations described on lines 10 or 11:

a Enter 2% of amount in column (e), line 24 ▶ **26a**

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶ **26b**

c Total support for section 509(a)(1) test. Enter line 24, column (e) ▶ **26c**

d Add: Amounts from column (e) for lines: 18 _____ 19 _____
22 _____ 26b _____ ▶ **26d**

e Public support (line 26c minus line 26d total) ▶ **26e**

f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶ **26f**

27 Organizations described on line 12:

a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year:

(2004) _____ (2003) _____ (2002) _____ (2001) _____

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:

(2004) _____ (2003) _____ (2002) _____ (2001) _____

c Add: Amounts from column (e) for lines: 15 _____ 100 _____ 16 _____
17 _____ 66,768 _____ 20 _____ 21 _____ ▶ **27c** 66,868

d Add: Line 27a total _____ and line 27b total _____ ▶ **27d**

e Public support (line 27c total minus line 27d total) ▶ **27e** 66,868

f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ▶ **27f** 79,310

g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶ **27g** 84.31%

h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶ **27h**

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See page 7 of the instructions.)
 (To be completed ONLY by schools that checked the box on line 6 in Part IV) N/A

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain (If you need more space, attach a separate statement) ----- ----- -----		
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?		
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.) ----- -----		
33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?		
b Admissions policies?		
c Employment of faculty or administrative staff?		
d Scholarships or other financial assistance?		
e Educational policies?		
f Use of facilities?		
g Athletic programs?		
h Other extracurricular activities? If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement) ----- ----- -----		
34 a Does the organization receive any financial aid or assistance from a governmental agency?		
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement		
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation		

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred.)

		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount. Enter the amount from the following table—		
	If the amount on line 40 is—		
	The lobbying nontaxable amount is—		
	Not over \$500,000 20% of the amount on line 40		
	Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000		
	Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000	41	
	Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000		
	Over \$17,000,000 \$1,000,000		
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.
 See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

- a** Volunteers
- b** Paid staff or management (Include compensation in expenses reported on lines c through h.)
- c** Media advertisements
- d** Mailings to members, legislators, or the public
- e** Publications, or published or broadcast statements
- f** Grants to other organizations for lobbying purposes
- g** Direct contact with legislators, their staffs, government officials, or a legislative body
- h** Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i** Total lobbying expenditures (Add lines c through h.)

Yes	No	Amount
	X	
X		
	X	
X		1,005
	X	
	X	
X		53
	X	
		1,058

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ▶
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time—Only submit original (no copies needed)

Form 990-T corporations requesting an automatic 6-month extension—check this box and complete Part I only ▶
All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile

Type or print	Name of Exempt Organization INCLUSIVE COMMUNITIES PROJECT	Employer identification number 75-2352462
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 3301 ELM STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions DALLAS, TX 75226	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ See attached worksheet

Telephone No. ▶ (214) 939-9239 FAX No. ▶ _____

- If the organization does **not** have an office or place of business in the United States, check this box ▶
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the **whole** group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until 8/15/2006 to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2005 or
 ▶ tax year beginning _____, and ending _____

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ _____

c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ _____

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Line 1 (990) - Public Support and Contributions

	Cash	Non Cash
Line 1a - Direct public support		
1 Contributions	25	1
2 Membership dues and assessments (contributions from the public)		2
3 Commercial co-venture		3
4 Special events contributions (Line 9 - Special Events)		4
5 _____		5
6 _____		6
7 _____		7
8 _____		8
9 _____		9
10 Total	25	10
Line 1b - Indirect public support		
Line 1c - Government contributions (grants)	965,900	

Line 43 (990) - Other Deductions

55,282

38,719

16,563

	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
1 Description				
1 CONSULTANTS & PROFESSIONAL FEES	17,917	14,785	3,132	
2 CONVENINGS	1,049	1,049		
3 DUES & SUBSCRIPTIONS	2,783		2,783	
4 INSURANCE	3,127	2,101	1,026	
5 OFFICE EXPENSE	14,682	9,544	5,138	
6 OTHER	1,915		1,915	
7 PROFESSIONAL DEVELOPMENT	2,641	2,641		
8 TAXES	7,339	4,770	2,569	
9 WEBSITE	3,829	3,829		
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				

Line 57 (990) - Land, buildings, and equipment

Land (net of any amortization)		Land (net of any amortization)	
		Beginning	End
1	.....	
2	.....	
3	.....	
4	.....	
5	.....	
6	Total land (net of any amortization)		

Buildings and equipment		Buildings and equipment		Accumulated depreciation	
		Beginning	End	Beginning	End
7	EQUIPMENT & FURNITURE		16,770		1,585
8	.....			
9	.....			
10	.....			
11	.....			
12	.....			
13	.....			
14	.....			
15	.....			
16	.....			
17	Total buildings and equipment		16,770		1,585
18	Buildings and equipment (less accumulated depreciation)				15,185
19	Total land, buildings and equipment				15,185

Category or Item		Cost/Other Basis	Accumulated Depreciation	Book Value
1	.....		
2	.....		
3	.....		
4	.....		
5	.....		
6	.....		
7	.....		
8	.....		
9	.....		
10	.....		
11	Total			

Line 22 (Sch A (990/990-EZ)) - Other Income

Description	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
1	OTHER			12,442	12,442
2				
3				
4				
5				
6				
7				
8				
9				
10	Total of Other Income			12,442	12,442

Statements

INCLUSIVE COMMUNITIES PROJECT

75-2352462

FORM 990 SCHEDULE A, PART VI-B, LOBBYING ACTIVITY

SIGNATORY ON APRIL 26, 2005 AND MAY 2, 2005 LETTERS TO MEMBERS OF THE TEXAS LEGISLATURE FROM THE TEXAS LOW INCOME HOUSING INFORMATION SERVICE AND OTHER AFFORDABLE HOUSING AND CIVIL RIGHTS ORGANIZATIONS OPPOSING BILLS RELATED TO OPERATIONS OF THE TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS. VERBAL COMMUNICATION WITH HOUSE STAFF REGARDING THIS LEGISLATION ON AT LEAST ONE OCCASION DURING THIS PERIOD.

ONE OF THE 11 FAIR HOUSING/CIVIL RIGHTS ORGANIZATIONS THAT SIGNED ON TO A SEPTEMBER 23, 2005 LETTER TO CONGRESSIONAL REPRESENTATIVES REGARDING KATRINA RELIEF LEGISLATION.

Line 23 (990) - Specific Assistance to Individuals

Class of Activity		Amount
1	APPLICATION FEES	1,695
2	LANDLORD BONUS	1,100
3	MOVING EXPENSE	16,100
4	SECURITY DEPOSITS	34,077
5	OTHER MOBILITY ASSISTANCE	4,293
6		
7		
8		
9		
10		
11	Total	57,265

**Form 990, Part III
Organization's Primary Exempt Purpose**

ICP's primary exempt purpose is to promote fair and affordable housing for low income families free from the vestiges of segregation and discrimination.

**Form 990, Part III, Line a
Statement of Program Service Accomplishments**

a. ICP engaged in the following activities in furtherance of its mission to promote racially and economically inclusive communities of opportunity, expand fair and affordable housing opportunities, assist low income families who desire affordable housing in high opportunity communities, and assist such families to secure the benefits of that choice:

Mobility Assistance Program - counseling, financial and other assistance to families to low income families who are members of the class in the *Walker v. HUD, et al* public housing desegregation litigation participating in the Housing Choice Voucher program operated by the Dallas Housing Authority, and who desire to move, or have moved, to lower poverty, non-minority concentrated areas of the Dallas Metropolitan area. In 2005 ICP focused its efforts on the approximately 2000 families utilizing Walker Settlement Vouchers in such areas.

Walker Fund Developments - assisting low income families living in, or desiring to live in, approximately 96 units set aside in three developments created by the Walker Housing Fund; monitors compliance with the Loan terms and Land Use Restriction Agreement which provides that the set-aside units be made available on terms substantially equivalent to public housing;

Fair Housing Advocacy and Education - engaging in education and outreach activities to inform Walker class members, and others about their rights under the Fair Housing Act, and related civil rights laws, and advocate for compliance with such laws. .

Inclusionary Housing Initiative - working to identify and implement strategies to create and expand affordable housing opportunities for low income families in high opportunity areas of the Dallas metroplex.

Form 990, Schedule B

Statement to Attach to 990 regarding "Contributors"

The funds received by the organization in 2005 were from the Walker Housing Fund. The Walker Housing Fund was created pursuant to a Consent Decree in the Walker v. Department of Housing and Urban Development, et al (formerly Walker v. City of Mesquite, et al) and was funded with monies from the City of Dallas, a defendant in the case, as part of the remedy. The Fund initially was initially held by the City of Dallas, and later by the Housing Authority of the City of Dallas (DHA) when it was appointed by the Court to administer the Fund in 2001. The Housing Fund was at all times under the control of the Federal District Court overseeing the case. On December 21, 2004 the Court replaced DHA as the administrator of the Walker Housing Fund and appointed the Inclusive Communities Project (ICP) to administer the Fund going forward. On February 9, 2005 the Court approved ICP's Plan and Budget for use of the funds during 2005 for activities related to the remedy provided for in the Walker v. HUD, et al litigation. Pursuant to that Order, DHA transferred \$965,900 from the Walker Housing Fund to ICP.



Office of the Secretary of State

July 10, 2006

Thompson & Knight - Austin
98 San Jacinto Blvd, Suite 1900
Austin, TX 78701 USA

RE: The Inclusive Communities Project
File Number: 117235101

It has been our pleasure to file the statement of early adoption of the Texas Business Organizations Code for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may 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

The Inclusive Communities Project
File Number: 117235101

The undersigned, as Secretary of State of Texas, hereby certifies that the Statement of Early Adoption of the Texas Business Organizations Code for the above named entity has been received in this office and filed as provided by law on the date shown below.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law hereby issues this Certificate of Filing.

Dated: 07/07/2006

Effective: 07/07/2006



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

Roger Williams
Secretary of State

Form 808

(Revised 01/06)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See instructions



This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

JUL 07 2006

Corporations Section

**Early Adoption of the
Business Organizations Code
By an Existing Domestic Entity**

Entity Information

The name of the domestic entity is:

The Inclusive Communities Project

The date of formation of the entity is: November 15, 1990

The file number issued to the entity by the secretary of state is: 117235101

Entity Type

(Select the entity type by checking the appropriate box below.)

- For-profit Corporation
- Nonprofit Corporation
- Cooperative Association
- Limited Liability Company

- Professional Corporation
- Professional Limited Liability Company
- Professional Association
- Limited Partnership

Election to Adopt

The domestic entity voluntarily elects to adopt and become subject to the Texas Business Organizations Code by filing this statement with the secretary of state.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: July 6, 2006

ELIZABETH K. JULIAN , PRESIDENT

Signature and title of authorized person (see instructions)



Office of the Secretary of State

July 10, 2006

Thompson & Knight - Austin
98 San Jacinto Blvd, Suite 1900
Austin, TX 78701 USA

RE: Inclusive Communities Project
File Number: 117235101

It has been our pleasure to file the Restated Certificate of Formation for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may 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

Inclusive Communities Project
117235101

[formerly: The Inclusive Communities Project]

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated 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.

Dated: 07/07/2006

Effective: 07/07/2006



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

Roger Williams
Secretary of State

JUL 07 2006

Corporations Section

RESTATED CERTIFICATE OF FORMATION
FOR
THE INCLUSIVE COMMUNITIES PROJECT

ARTICLE I

The Inclusive Communities Project, pursuant to the provisions of Sections 3.057, 3.058, 3.059, 3.061 and 22.107 of the Texas Business Organizations Code, hereby adopts a Restated Certificate of Formation which accurately copies its Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Certificate of Formation as hereinafter set forth, and which contains no other change in any provision thereof.

ARTICLE II

The Articles of Incorporation of the corporation are amended by the Restated Certificate of Formation as follows:

- A. Article One is deleted in part to reflect the fact that the Articles of Incorporation are being amended by the Restated Certificate of Formation, and is amended in part to change the name of the corporation.
- B. Articles Two, Three and Four are deleted in their entirety.
- C. Article Five is redesignated Article Three and is amended in part to make minor changes in wording.
- D. Article Six is redesignated Article Four and is amended in part to make minor changes in wording and to refer to the current Internal Revenue Code.

- E. Article Seven is redesignated Article Fourteen and is amended in part to make minor changes in wording.
- F. Article Eight is redesignated Article Ten and is amended in part to provide that the number of directors shall be determined in the manner provided in the corporation's Bylaws.
- G. Article Nine is redesignated Article Six and is amended in part to make minor changes in wording.
- H. Article Ten is redesignated Article Seven and is amended in part to make minor changes in wording.
- I. Article Eleven is redesignated Article Nine and is amended in part to make minor changes in wording and to specify that upon liquidation the assets of the corporation shall be distributed to organizations with similar endeavors as the corporation.
- J. Article Twelve is redesignated Article Eight and is amended in part to make minor changes in wording.
- K. New Articles Two, Five, Eleven through Thirteen and Fifteen are added, shall read in their entirety as provided in the Restated Certificate of Formation set forth in Article IV hereof and shall: (i) provide that the corporation is a nonprofit corporation; (ii) provide that the corporation does not have any members; (iii) provide that, to the extent permissible under applicable law, the directors shall not be personally liable to the corporation for monetary damages for any acts or omissions in their capacities as directors; (iv) set forth the procedures for amending the Certificate of Formation and Bylaws of the corporation; (v) provide

for indemnification of the officers and directors of the corporation; and (vi) authorize the directors of the corporation and any committee to take action pursuant to a consent in writing setting forth the action to be taken which is signed by at least the minimum number of persons the affirmative vote of whom would be necessary to take such action at an actual meeting at which all directors or committee members are present.

ARTICLE III

The corporation has no members. Each amendment made by this Restated Certificate of Formation has been effected in conformity with the provisions of the Texas Business Organizations Code and such Restated Certificate of Formation, including each such amendment, was duly adopted at a meeting of the Board of Directors of the corporation held on July 6, 2006 at which a quorum was present and voting throughout, such Restated Certificate of Formation having received the affirmative vote of at least a majority of the directors in office.

ARTICLE IV

The Articles of Incorporation of The Inclusive Communities Project, a Texas nonprofit corporation, and all amendments and supplements thereto are hereby superseded by the following Restated Certificate of Formation which accurately copies the entire text thereof, as amended as set forth above:

RESTATED CERTIFICATE OF FORMATION
OF
INCLUSIVE COMMUNITIES PROJECT

ARTICLE ONE

The name of the corporation (the "Corporation") is Inclusive Communities Project.

ARTICLE TWO

The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities in the Texas Business Organizations Code that apply to nonprofit corporations. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code").

ARTICLE THREE

The period of the Corporation's duration is perpetual.

ARTICLE FOUR

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall engage in all activities necessary to accomplish these purposes, including but not limited to:

- 1) Providing relief to the poor by helping them attain affordable housing in decent and safe conditions free from the vestiges of racial discrimination and segregation and in neighborhoods with adequate services and facilities.
- 2) Eliminating racial discrimination in housing for the poor through education, counseling, the provision of accurate information on housing choices available to the poor, and other appropriate activities. Among the services to be provided are fair housing enforcement counseling, and testing and auditing activities which can be used to determine the presence of housing discrimination affecting the housing choices of the poor and the community at large.
- 3) Educating the poor and the community at large on: (i) the existence of housing discrimination and its illegality; (ii) the effects of housing discrimination on the poor and the community at large; and (iii) the need to eliminate the effects of housing discrimination. This education shall include providing accurate information on the programs available to improve the housing environment and choices of the poor and providing the education and counseling necessary to help the poor improve their housing conditions and choices.

The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions.

ARTICLE FIVE

The Corporation shall have no members.

ARTICLE SIX

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes.

ARTICLE SEVEN

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (excluding as permitted under Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE EIGHT

Notwithstanding any other provision of this Certificate of Formation, if the Corporation shall be, or shall be deemed to be, a private foundation as described in Section 509(a) of the Internal Revenue Code, then (a) the Corporation shall make distributions in each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code, and (b) the Corporation is expressly prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, from retaining any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, from making any investments in such manner as to subject the Corporation to tax under Section 4944

of the Internal Revenue Code and from making any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE NINE

In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provision is made therefor, the Board of Directors shall adopt a plan for the distribution of any other remaining assets of the Corporation to such organization or organizations that: (i) are organized and operated exclusively for charitable or educational purposes; (ii) qualify as charitable or educational organizations described in Section 501(c)(3) of the Internal Revenue Code and public charities under the provisions of Section 509(a) of the Internal Revenue Code; and (iii) in the discretion of the Board of Directors, carry on the core endeavors of the Corporation. Any of such assets not so disposed of shall be disposed of by the Probate Court of the county in which the principal office of the Corporation is then located. No director or officer of the Corporation and no private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

ARTICLE TEN

The Board of Directors of the Corporation shall be the governing body of the Corporation. The number of directors may be changed from time to time in the manner set forth in the Bylaws of the Corporation, but in no event shall there be fewer than three (3) directors. The number of directors constituting the current Board of Directors is four (4), and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Craig Flournoy	4639 College Park Drive Dallas, Texas 75229

Debra Kroupa	2501 Oak Hill Circle, #1926 Fort Worth, Texas 76109
Ramona Utti	7631 Meadow Road Dallas, Texas 75230
Elizabeth K. Julian ¹	3301 Elm Street Dallas, Texas 75226

ARTICLE ELEVEN

The power to adopt, alter, amend or repeal the Bylaws of the Corporation and the power to amend or restate this Restated Certificate of Formation shall be vested exclusively in the Board of Directors of the Corporation.

ARTICLE TWELVE

Provisions for indemnification of the Corporation's officers and directors shall be set forth in the Bylaws of the Corporation.

ARTICLE THIRTEEN

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission in such director's capacity as a director, except that this Article does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for: (i) a breach of the director's duty of loyalty to the Corporation; (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (iv) an act or omission for which the liability of a director is expressly provided by an

¹ Ex officio, nonvoting director

applicable statute. The foregoing elimination of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of the Restated Certificate of Formation or Bylaws of the Corporation, contract or agreement, vote of directors, principle of law or otherwise. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, the liability of a director shall be eliminated to the full extent permitted by any amendment to the Texas Business Organizations Code hereafter enacted that further eliminates or permits the elimination of the liability of a director.

ARTICLE FOURTEEN

The address of the registered office of the Corporation is 3301 Elm Street, Dallas, Texas 75226, the name of the registered agent at such address is Michael M. Daniel.

ARTICLE FIFTEEN

Any action required or permitted to be taken at any meeting of directors or committee members of the Corporation may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by at least a majority of the directors or committee members, as the case may be, then in office (or such greater number as may be required by this Restated Certificate of Formation, the Bylaws of the Corporation or the Texas Business Organizations Code). Prompt notice of the taking of any action by directors or a

committee without a meeting by less than unanimous written consent shall be given to those directors, or committee members who did not consent in writing to the action.

* * * * *

IN WITNESS WHEREOF, this Restated Certificate of Formation has been executed on this 6th day of July, 2006, by the undersigned officer, thereunto duly authorized.

INCLUSIVE COMMUNITIES PROJECT
(formerly The Inclusive Communities Project)

By: _____


Elizabeth K. Julian, President

AMENDED AND RESTATED BYLAWS

OF

INCLUSIVE COMMUNITIES PROJECT

Adopted: July 6, 2006

ARTICLE ONE

NAME, PURPOSES, POWERS AND OFFICES

Section 1.1. Name. The name of this corporation (the "Corporation") is Inclusive Communities Project.

Section 1.2. Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall engage in all activities necessary to accomplish these purposes, including but not limited to:

- i) Providing relief to the poor by helping them attain affordable housing in decent and safe conditions free from the vestiges of racial discrimination and segregation and in neighborhoods with adequate services and facilities.
- ii) Eliminating racial discrimination in housing for the poor through education, counseling, the provision of accurate information on housing choices available to the poor, and other appropriate activities. Among the services to be provided are fair housing enforcement counseling, and testing and auditing activities which can be used to determine the presence of housing discrimination affecting the housing choices of the poor and the community at large.
- iii) Educating the poor and the community at large on: (i) the existence of housing discrimination and its illegality; (ii) the effects of housing discrimination on the poor and the community at large; and (iii) the need to eliminate the effects of housing discrimination. This education shall include providing accurate information on the programs available to improve the housing environment and choices of the poor and providing the education and counseling necessary to help the poor improve their housing conditions and choices.

The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions.

Section 1.3. Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Business Organizations Code applicable to nonprofit corporations; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Section 1.4. Offices. The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

ARTICLE TWO

BOARD OF DIRECTORS

Section 2.1. General Powers; Delegation. The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, by the Certificate of Formation or by these Bylaws.

Section 2.2. Number and Qualifications. The Board of Directors of the Corporation shall consist of such number of voting directors as shall be determined from time to time by resolution of the Board of Directors; provided, that at no time shall the number of voting directors be less than three (3), and no decrease in number shall have the effect of shortening the term of any incumbent director. In addition to the voting directors, the President of the Corporation shall serve as an ex officio, nonvoting director of the Corporation.

Section 2.3. Election and Term of Office. Each voting director shall hold office until the next regular annual meeting and until such director's successor is chosen and qualified (unless the Board has determined to reduce the number of directors by resolution of the Board of Directors and has for this reason elected no successor to the director in question), or until such director's earlier death, resignation, retirement, disqualification or removal from office. Directors may serve any number of consecutive terms. As their terms expire, directors shall be elected or re-elected, as the case may be, every year by the affirmative vote of a majority of the then incumbent voting directors present at the annual meeting of the Board of Directors.

Section 2.4. Filling of Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification or removal from office of any director shall be filled by the affirmative vote of a majority of the voting directors present at any meeting of the Board of Directors at which a quorum is present. Any director elected or appointed to fill a vacancy shall hold office until the

next annual meeting of the Board of Directors of the Corporation and until such director's successor is chosen and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office.

Section 2.5. Removal. Any voting director may be removed, either for or without cause, in the same manner by which the director was elected, if notice of the intention to act upon such matter shall have been given to the director proposed to be removed.

Section 2.6. Place of Meetings. Meetings of the Board of Directors shall be held at such places as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 2.7. Annual Meetings. An annual meeting of the Board of Directors shall be held each year at such time and place as the directors may deem advisable. At such annual meeting, the directors of the Corporation shall elect directors in accordance with Section 2.3 of these Bylaws, elect officers and transact any and all other business as may properly come before the meeting. Written notice of the place, date and time of each annual meeting of the Board of Directors shall be delivered to each director not less than ten (10) nor more than sixty (60) days before the date of such meeting.

Section 2.8. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated by notice to all directors. Except as otherwise provided by statute, by the Certificate of Formation or by these Bylaws, any and all business may be transacted at any regular meeting.

Section 2.9. Special Meetings. Special meetings of the Board of Directors may be called by the Chair upon not less than three (3) nor more than sixty (60) days' notice to each director. Special meetings shall be called by the Chair or the Secretary in like manner and on like notice ~~on the written request of two (2) or more directors.~~ Except as otherwise provided by statute, by the Certificate of Formation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 2.10. Quorum and Manner of Acting. At all meetings of the Board of Directors the presence of a majority of the number of voting directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Certificate of Formation or by these Bylaws. Directors present by proxy may not be counted toward a quorum. The act of a majority of the voting directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, by the Certificate of Formation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made

irrevocable by law. If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 2.11. Compensation. Directors may receive compensation for their services as directors or as members of a standing or special committee of the Board, may receive reimbursement for expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors, and may receive compensation for serving the Corporation in any other capacity (if, and to the extent, authorized by a resolution adopted by the directors).

ARTICLE THREE

COMMITTEES

Section 3.1. General. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees which to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Any such committee shall consist of two (2) or more persons, a majority of whom are directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on the Board or such director by law.

Section 3.2. Advisory Boards or Committees. Advisory boards or committees not having and exercising the authority, responsibility or duties of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the directors. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be directors of the Corporation. The Chair shall appoint the members of such advisory boards or committees. Any member thereof may be removed by the Chair whenever in the Chair's judgment the best interests of the Corporation shall be served by such removal.

Section 3.3. Term of Office. Each member of any committee of directors or advisory board or committee created pursuant to this Article Three shall continue as such until the next annual meeting of the directors of the Corporation and until such member's successor is appointed, unless the board or committee is sooner terminated, or unless such member is removed from such board or committee or shall cease to qualify as a member thereof.

Section 3.4. Chair. Unless otherwise designated by these Bylaws, one or more members of each directors' committee or advisory board or committee created pursuant to

this Article Three shall be appointed chair, or co-chair, by the person or persons authorized to appoint the members thereof.

Section 3.5. Vacancies. Vacancies in the membership of any committee of directors or advisory board or committee created pursuant to this Article Three may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 3.6. Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee of directors or advisory board or committee created pursuant to this Article Three, a majority of the whole board or committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the board or committee.

Section 3.7. Rules. Each committee of directors or advisory board or committee created pursuant to this Article Three may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE FOUR

NOTICES

Section 4.1. Manner of Giving Notice. Whenever, under the provisions of any statute, the Certificate of Formation or these Bylaws, notice is required to be given to any director or committee member of the Corporation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by electronic mail or other electronic communication if permitted by the Texas Business Organizations Code, or by mail, postage prepaid, addressed to the director or committee member at such person's address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile or electronic transmission shall be deemed to be given upon successful transmission of such facsimile or electronic message.

Section 4.2. Waiver of Notice. Whenever any notice is required to be given to any director or committee member of the Corporation under the provisions of any statute, the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE FIVE

OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

Section 5.1. Elected Officers. The elected officers of the Corporation shall include a Chair, a Vice Chair, a Secretary, and a Treasurer.

Section 5.2. Election. So far as is practicable, all elected officers shall be elected by the Board of Directors at each annual meeting thereof.

Section 5.3. Appointive Officers. The Board of Directors shall appoint the President, who shall be a full-time employee of the Corporation. The Board of Directors may appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board.

Section 5.4. Two or More Offices. Any two (2) or more offices may be held by the same person, except that the Chair and the Secretary shall not be the same person, and the President and the Secretary shall not be the same person.

Section 5.5. Compensation. Officers may receive compensation for their services as officers, may receive reimbursement for expenses incurred on behalf of the Corporation, and may receive compensation for serving the Corporation in any other capacity (if, and to the extent authorized by a resolution adopted by the Board of Directors). The compensation of the President of the Corporation shall be fixed from time to time by the Board of Directors, and the compensation of the other employees and agents of the Corporation shall be fixed by the President.

Section 5.6. Term of Office; Removal; Filling of Vacancies. Each elected officer of the Corporation shall hold office until such officer's successor is chosen and qualified in such officer's stead or until such officer's earlier death, resignation, retirement, disqualification or removal from office. Each appointive officer shall hold office at the pleasure of the Board of Directors without the necessity of periodic reappointment. Any elected officer may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. If the office of any elected officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. The President and any other appointive officers appointed by the Board of Directors may be removed at any time by the Board of Directors whenever the Board of Directors concludes in its sole discretion that the interests of the Corporation will be served thereby. The other paid employees of the Corporation may be removed at any time by the President whenever in the President's sole discretion the President concludes that the interests of the Corporation will be served thereby.

Section 5.7. Chair. The Chair shall preside at all meetings of the Board of Directors. The Chair shall appoint the committee chairmen and all members of the standing committees and special committees of the Board unless otherwise designated by these Bylaws. The Chair shall be an ex officio voting member of all committees. In the absence or disability of the Chair, the duties of such office shall be performed and the powers may be exercised by the Vice Chair, unless otherwise determined by the Chair or the Board of Directors.

Section 5.8. Vice Chair. The Vice Chair shall generally assist the Chair and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Chair or the Board of Directors.

Section 5.9. Secretary. The Secretary shall see that notice is given of all annual meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. The Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually appertaining to the office of secretary of a corporation. In the absence or disability of the Secretary, the duties of such office shall be performed and the powers may be exercised by the Assistant Secretaries, if any, in the order of their seniority, unless otherwise determined by the Secretary, the Chair or the Board of Directors.

Section 5.10. Assistant Secretaries. Each Assistant Secretary, if any, shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Secretary, the Chair or the Board of Directors.

Section 5.11. Treasurer. The Treasurer shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Corporation and its various departments; shall have supervision of the books of account of the Corporation, their arrangements and classification; shall supervise the accounting and auditing practices of the Corporation and shall have charge of all matters relating to taxation. The Treasurer shall have the care and custody of all monies, funds and securities of the Corporation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms of credit granted by the Corporation; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Corporation. The Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of

exchange or other commercial papers payable to the Corporation, and to give proper receipts or discharges for all payments to the Corporation. The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, the duties of such office shall be performed and the powers may be exercised by the Assistant Treasurers, if any, in the order of their seniority, unless otherwise determined by the Treasurer, the Chair or the Board of Directors.

Section 5.12. Assistant Treasurers. Each Assistant Treasurer, if any, shall generally assist the Treasurer and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Treasurer, the Chair or the Board of Directors.

Section 5.13. President. The President shall be the chief executive officer of the Corporation and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. The President shall serve as an ex officio, nonvoting member of the Board of Directors. The President shall have general authority to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal thereto; to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Certificate of Formation or these Bylaws. The President shall prepare and submit all records, reports and other information as may be required to keep the Board of Directors, the officers and the various committees fully informed and advised of the progress of the Corporation's programs and shall perform such other duties as may be prescribed from time to time by the Board of Directors or the Chair.

Section 5.14. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the several elected and appointed officers of the Corporation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Certificate of Formation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer.

ARTICLE SIX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.2. Checks, Drafts or Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the President and countersigned by the Treasurer of the Corporation. However, the Board of Directors may establish a “petty cash” fund for incidental expenses and disbursements.

Section 6.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected in accordance with procedures established by the Board.

Section 6.4. Conflicts of Interest. No contract (other than a wholly gratuitous transfer of assets or promise to transfer assets to the Corporation) of any kind (including, but not limited to, a loan, lease, agreement of sale or purchase, pledge, guarantee, assumption of liability, bailment, or consignment) may be entered into by and between the Corporation and any of the following: (i) a director, officer, committee member, or employee of the Corporation (hereinafter an “Insider”); or (ii) any corporation, partnership, trust, sole proprietorship or any other entity (hereinafter an “Entity”) in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless (a) the transaction is approved in accordance with Section 22.230 of the Texas Business Organizations Code; and (b) if one or more of the parties to the contract or transaction is a “disqualified person” with respect to the Corporation within the meaning of Section 4958 of the Internal Revenue Code, either (x) such transaction is reviewed and approved in accordance with the “rebuttable presumption safe harbor” provisions set forth in the regulations promulgated under Section 4958 of the Code or (y) the Board of Directors or any committee thereof determines that such procedures are not necessary for the transaction involved and records its specific findings for making such determination. All Insiders shall, as a condition of qualifying and continuing to qualify as a director, officer, committee member or employee of the Corporation, abide by such conflict of interest policies as the Board of Directors may adopt from time to time, and submit such conflict of interest disclosure statements as the Board of Directors shall direct.

ARTICLE SEVEN

ACTIONS WITHOUT MEETINGS

Section 7.1. Unanimous Consent. Any action required or permitted to be taken at any meeting of the directors or the members of a committee may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors or all of the committee members, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document.

Section 7.2. Other Action Without a Meeting. Any action required or permitted to be taken at any meeting of directors or committee members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by a sufficient number of directors or committee members, as the case may be, as would be necessary to take the action at a meeting at which all the directors or the members of the committee were present and voting, so long as at least twenty-four (24) hours' notice of the proposed action is sent to each director or each committee member at the address or facsimile number of such director or committee member that appears in the records of the Corporation. Prompt notice of the taking of any action by the directors or the members of a committee without a meeting by less than unanimous written consent shall be given to those directors or committee members who did not consent in writing to the action. Every written consent signed by less than all the directors or committee members entitled to vote with respect to the action that is the subject of the consent shall bear the date of signature of each person who signs the consent. No written consent signed by less than all the directors or committee members entitled to vote with respect to the action that is the subject of the consent shall be effective to take such action unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by law, a consent or consents signed by not less than the minimum number of directors or committee members that would be necessary to take the action that is the subject of the consent are delivered to the Corporation by delivery to its registered office, registered agent, or principal place of business, or by delivery to an officer or agent of the Corporation having custody of the books in which proceedings of meetings are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation. A telegram, telex, cablegram or similar transmission by a director or committee member, or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a director or committee member, shall be regarded as signed by the director or committee member for purposes of this Section 7.2.

ARTICLE EIGHT

INDEMNIFICATION

Section 8.1. Persons. The Corporation shall indemnify to the extent provided in Sections 8.2, 8.3, or 8.4 of this Article:

- (i) Any person who is or was a director, officer, agent or employee of the Corporation; and
- (ii) Any person who serves or served at the Corporation's request as a director, officer, agent, employee, partner or trustee or another corporation, or of a partnership, joint venture, trust or other enterprise.

Section 8.2. Extent in Derivative Suits. In case of a suit by or in the right of the Corporation against a person named in Section 8.1 by right of his or her holding a position named in Section 8.1, the Corporation shall indemnify him, if he or she satisfies the standard in Section 8.3, for expenses (including attorneys' fees, but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of the suit.

Section 8.3. Standard in Derivative Suit. In case of a suit by or in the right of the Corporation, a person named in Section 8.1 shall be indemnified only if:

(i) He or she is successful on the merits or otherwise; or

(ii) He or she acted in good faith in the transaction which is the subject of the suit, and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, he or she shall not be indemnified in respect of any claim, issue or matter as to which he or she has been adjudged liable for negligence or misconduct in the performance of his or her duty to the Corporation unless (and only to the extent that) the court in which the suit was brought shall determine, upon application, that despite the adjudication, but in view of all the circumstances, he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 8.4. Extent in Non-Derivative Suits. In case of a suit, action or proceeding (whether civil, criminal, administrative or investigative), other than a suit by or in the right of the Corporation, together hereafter referred to as a non-derivative suit, against a person named in Section 8.1 by reason of his or her holding a position named in Section 8.1, the Corporation shall indemnify him or her, if he or she satisfies the standard in Section 8.5, for amounts actually and reasonably incurred by him or her in connection with the defense or settlement of a non-derivative suit as:

(i) Expenses (including attorneys' fees);

(ii) Amounts paid in settlement;

(iii) Judgments; and

(iv) Fines.

Section 8.5. Standard in Non-Derivative Suits. In case of a non-derivative suit, a person named in Section 8.1 shall be indemnified only if:

(i) He or she is successful on the merits or otherwise; or

(ii) He or she acted in good faith in the transaction which is the subject of the non-derivative suit, and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any

criminal action or proceeding, he or she had no reason to believe his or her conduct was unlawful. The termination of a non-derivative suit by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to satisfy the standard of this Section 8.5(ii).

Section 8.6. Determination That Standard Has Been Met. A determination that the standard of Section 8.3 or Section 8.5 has been satisfied may be made by a court. Or, except as stated in Section 8.5(ii), the determination may be made by:

- (i) a majority of the directors of the Corporation (whether or not a quorum) who were not parties to the action, suit or proceeding; or
- (ii) independent legal counsel in a written opinion.

Section 8.7. Proration. Anyone making a determination under Section 8.6 may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

Section 8.8. Advance Payment. The Corporation may pay in advance any expenses (including attorneys' fees) which may become subject to indemnification under Sections 8.1 through 8.7, if:

- (i) the Board of Directors authorizes the specific payment; and
- (ii) the person receiving the payment undertakes in writing to repay unless it is ultimately determined that he or she is entitled to indemnification by the Corporation under Section 8.1 through Section 8.7.

Section 8.9. Non-Exclusive. The indemnification provided by Sections 8.1 through 8.7 shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement or disinterested directors, or otherwise.

Section 8.10. Continuation. The indemnification and advance payment provided by Sections 8.1 through 8.8 shall continue as to a person who has ceased to hold a position named in Section 8.1 and shall inure to his or her heirs, executors and administrators.

Section 8.11. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in Section 8.1 against any liability incurred by him or her in any such position, or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under Sections 8.1 through 8.8.

Section 8.12. Reports. Indemnification payments, advance payments and insurance payments made under Sections 8.1 through 8.11 shall be reported in writing to

the Board of Directors with the next notice of annual meeting, or within six months, whichever is sooner.

ARTICLE NINE

MISCELLANEOUS

Section 9.1. Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers. Notwithstanding the foregoing, the Corporation may pay compensation in a reasonable amount to its officers for services rendered and may compensate and reimburse its directors as provided in Section 2.11 of Article Two hereof.

Section 9.2. Loans to Officers and Directors Prohibited. No loans shall be made by the Corporation to its officers or to its directors. Any directors voting for or assenting to the making of any loan to a director or officer, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 9.3. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 9.4. Seal. The Corporation's seal, if any, shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

Section 9.5. Meetings By Telephone or Other Remote Communications Technology. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, the Board of Directors of the Corporation or the members of any committee may, unless otherwise restricted by statute, by the Certificate of Formation or these Bylaws, participate in and hold a meeting by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conferencing technology or the Internet (but only if, in the case of such other suitable communications system, each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant). Participation in a meeting pursuant to this Section 9.5 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of object to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 9.6. Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 9.7. Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 9.8. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.


ARTICLE TEN

AMENDMENTS

These Bylaws may be amended or repealed, or new bylaws may be adopted, at any meeting of the Board of Directors at which a quorum is present by the affirmative vote of at least a majority of the number of directors in office, provided notice of the proposed amendment, repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Board of Directors from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

* * * * *

The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing Amended and Restated Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation on July 6, 2006, at a meeting at which a quorum of directors was present and voting throughout.



Deborah Kroupa, Secretary