



Office of the Secretary of State

October 12, 2005

Attn: American Creativity Association
American Creativity Association
c/o ACC CCBNO, 5930 Middle Fiskville Rd
Austin, TX 78752 USA

RE: American Creativity Association, Inc.
File Number: 800555975

It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

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

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

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

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555
Enclosure



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

American Creativity Association, Inc.
Filing Number: 800555975

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 10/11/2005

Effective: 10/11/2005



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

Roger Williams
Secretary of State



Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$25

**Articles of Incorporation
Pursuant to Article 3.02
Texas Non-Profit
Corporation Act**

Article 1 - Corporate Name

The corporation formed is a non-profit corporation. The name of the corporation is as set forth below:

American Creativity Association, Inc.

The name must not be the same as, deceptively similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for the "name availability" is recommended.

Article 2 - Registered Agent and Registered Office (Select and complete either A or B and complete C)

A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:

Barry Silverberg

C. The business address of the registered agent and the registered office address is:

Street Address:

c./o ACC CCBNO

5930 Middle Fiskville Rd Austin TX 78752

Article 3 - Management (Complete items A or B)

A. Management of the affairs of the corporation is to be vested in the members of the corporation.

OR

B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

Director 1: **Larry Busch**

Title: **Director**

Street Address: **3301 Country Club Road Carbondale IL, USA 62901**

Director 2: **Darlene Boyd**

Title: **Director**

Street Address: **University of California 5171 California Ave, Ste. 150 Irvine CA, USA 92697**

Director 3: **Donald Shafer**

Title: **Director**

Street Address: **1111 W 12 St Austin TX, USA 78703**

Article 4 - Organization Structure

A. The corporation will have members.

B. The corporation will not have members.

Article 5 - Duration

The period of duration is perpetual.

Article 6 - Purpose

The corporation is organized for the following purpose or purposes:

The American Creativity Association (ACA) is dedicated to increasing the awareness of the importance of creativity in society and to promote the development of personal and professional creativity in all segments of society. Its specific charitable and educational purposes are to promote a creative society by:

- (1) developing and publishing a newsletter/magazine that will highlight the creative process and creative activities in society;
- (2) developing and publishing a formal research journal that will stimulate and promote creativity research efforts;
- (3) organizing and sponsoring regional meetings and an annual convention to facilitate the (i) presentation and exchange of new information and ideas relating to creativity, (ii) demonstration of new creativity training techniques, and (iii) stimulation of enthusiasm for the study of creativity;
- (4) disbursing funds to other Section 501(c)(3) organizations whose mission and activities promote the study and development of creativity in society; and
- (5) engaging in any other activity related to promotional investigation of the phenomenon of creativity as deemed appropriate

Supplemental Provisions / Information

RESTRICTIONS AND REQUIREMENTS

- (1) Notwithstanding any other statements to the contrary, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes set forth in these Articles. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act.
- (2) **No Private Inurement:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation may not pay dividends or other corporate income to its directors or officers, or otherwise accrue distributable profits, or permit the realization of private gain. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual, (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- (3) **501(c)(3) Limitations:** Notwithstanding any other provision of these Articles of Incorporation, the Corporation may not take action that would be inconsistent with the requirements for tax exemption under the Internal Revenue Code, Section 501(c)(3), and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under the Internal Revenue Code, Section 170(c)(2), and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation may not:
 - (a) Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except

to an insubstantial degree.

(b) Serve a private interest other than one clearly incidental to an overriding public interest.

(c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.

(d) Participate in or intervene in (including publishing or distributing statements and any other direct or indirect campaign activities) any political campaign on behalf of any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.

(e) Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.

(f) Distribute its assets on dissolution other than for one or more exempt purposes.

(g) Permit any part of the Corporation's net earnings to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

(5) DISSOLUTION: Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed exclusively to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under Texas franchise tax.

POWERS

Except as these Articles otherwise provide, the Corporation has all the powers provided in the Texas Non-Profit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes. All amendments and changes to these Articles must be approved by at least two-thirds of the Board of Directors present at a meeting where a quorum is present

[The attached addendum, if any, is incorporated herein by reference.]

Effective Date of Filing

A. This document will become effective when the document is filed by the secretary of state.

OR

B. This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is:

Name Reservation Document Number

Incorporator

The name and address of the incorporator is set forth below.

Barry Silverberg c/o ACC CCBNO, 5930 Middle Fiskville Rd, Austin, TX 78752

EXECUTION

The undersigned incorporator of these articles of incorporation subject to the penalties imposed by law for the submission of a false or fraudulent document.

Barry Silverberg
Signature of incorporator.

**ARTICLES OF INCORPORATION
OF
American Creativity Association, Inc.**

The undersigned natural person over the age of eighteen (18), acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, adopts the following Articles of Incorporation for the American Creativity Association, Inc.:

**ARTICLE ONE
NAME**

The name of the corporation is the American Creativity Association (the "Corporation").

**ARTICLE TWO
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation.

**ARTICLE THREE
DURATION**

The period of its duration is perpetual.

**ARTICLE FOUR
MEMBERSHIP**

The Corporation will not have members.

**ARTICLE FIVE
PURPOSES**

The Corporation is organized pursuant to the Texas Nonprofit Corporation Act. The purposes for which the Corporation is organized are exclusively charitable within the meaning of the Internal Revenue Service Code, Section 501(c)(3), and the Texas Tax Code, Section 11.18, and consist of the following:

The American Creativity Association (ACA) is dedicated to increasing the awareness of the importance of creativity in society and to promote the development of personal and professional creativity in all segments of society. Its specific charitable and educational purposes are to promote a creative society by:

- (1) developing and publishing a newsletter/magazine that will highlight the creative process and creative activities in society;
- (2) developing and publishing a formal research journal that will stimulate and promote creativity research efforts;
- (3) organizing and sponsoring regional meetings and an annual convention to facilitate the (i) presentation and exchange of new information and ideas relating to creativity, (ii) demonstration of new creativity training techniques, and (iii) stimulation of enthusiasm for the study of creativity;
- (4) disbursing funds to other Section 501(c)(3) organizations whose mission and activities promote the study and development of creativity in society; and
- (5) engaging in any other activity related to promotional investigation of the phenomenon of creativity as

deemed appropriate

ARTICLE SIX
RESTRICTIONS AND REQUIREMENTS

(1) Notwithstanding any other statements to the contrary, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes set forth in these Articles. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act.

(2) **No Private Inurement:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation may not pay dividends or other corporate income to its directors or officers, or otherwise accrue distributable profits, or permit the realization of private gain. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual, (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) **501(c)(3) Limitations:** Notwithstanding any other provision of these Articles of Incorporation, the Corporation may not take action that would be inconsistent with the requirements for tax exemption under the Internal Revenue Code, Section 501(c)(3), and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under the Internal Revenue Code, Section 170(c)(2), and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation may not:

- (a) Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (b) Serve a private interest other than one clearly incidental to an overriding public interest.
- (c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
- (d) Participate in or intervene in (including publishing or distributing statements and any other direct or indirect campaign activities) any political campaign on behalf of any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
- (e) Have objectives characterizing it as an “action organization” as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- (f) Distribute its assets on dissolution other than for one or more exempt purposes.
- (g) Permit any part of the Corporation’s net earnings to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

(4) **Private Foundation:** In addition, in the event that this Corporation shall become a “private foundation” within the meaning of Section 509 of the Internal Revenue Code of 1954, the Corporation shall distribute its income at such times and in such manners as to avoid tax for undistributed income under Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (b) Retain excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (c) Make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (d) Make any taxable expenditures as defined in section 4945(e) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(5) **Dissolution:** Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed exclusively to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under Texas franchise tax.

ARTICLE SEVEN
POWERS

Except as these Articles otherwise provide, the Corporation has all the powers provided in the Texas Non-Profit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes. All amendments and changes to these Articles must be approved by at least two-thirds of the Board of Directors present at a meeting where a quorum is present.

ARTICLE EIGHT
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation will be c/o ACC CCBNO, 5930 Middle Fiskville Rd, Austin, TX 78752, and its initial registered agent at such address is Barry Silverberg

ARTICLE NINE
BOARD OF DIRECTORS

The management of the corporation is vested in its Board of Directors and such committees of the board that the board may, from time-to-time, establish. The by-laws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. The initial board will consist of at least 3 persons. The initial board will consist of the following persons at the following addresses:

NAME

ADDRESS

Larry Busch, 3301 Country Club Road, Carbondale, IL 62901
Darlene Boyd, University of California, 5171 California Ave., Suite 150, Irvine, CA 92697-2505
Donald Shafer, 1111 W 12 St, Austin, TX 78703

The number of directors may be increased or decreased by adopting or amending the bylaws. The number of directors may not be decreased to fewer than three persons.

ARTICLE TEN
INCORPORATOR

The name and street address of the incorporator is:

Barry Silverberg, c/o ACC CCBNO, 5930 Middle Fiskville Rd., Austin, TX 78752

IN WITNESS WHEREOF, I execute these Articles of Incorporation on this 10th day of October, 2005,

Barry Silverberg