

STATE OF TEXAS        )  
                          (  
COUNTY OF GRAYSON    )

KNOW ALL MEN BY THESE PRESENTS:-

That at a special meeting of the Directors of Eisenhower Birthplace Foundation, Inc., a corporation, without capital stock or stockholders, duly organized and chartered under the laws of the State of Texas for educational purposes, with its principal place of business in Denison, Texas (said directors being the only and all of the members of said corporation), which special meeting was called and held in conformity with law for the purpose of voting upon the resolution hereafter referred to, and which said meeting was held at Fort Worth, Texas, on the 17 day of November, 1953, at which meeting a quorum of said directors and members were present, and all present voted to amend the charter of said corporation in the manner hereafter set forth, and no director voted against said resolution;

NOW, THEREFORE, we, AMON G. CARTER, SR., SID W. RICHARDSON, WEB MADDOX, HOUSTON HARTE and FRED J. CONN, all citizens of Texas, constituting the entire Board of Directors of said corporation, and all members of said corporation, in furtherance of such action of the directors taken as aforesaid, do hereby amend the Charter of said corporation in the respects and to the extent hereafter set forth:

1. The purpose clause of said charter - Paragraph 2 thereof - shall be amended so as to read as follows:

"The purpose for which this corporation is formed is to support, for the benefit, education and inspiration of citizens of the United States of America and, particularly, American youth, an educational undertaking as authorized by Subdivision 2 of Article 1302 of the Revised Civil Statutes of Texas.

This purpose is to be accomplished by acquiring the residence property in Denison, Grayson County, Texas, where Dwight D. Eisenhower, the present President of The United States of America, was born, and such other property in the immediate vicinity thereof as may be available and suitable for the accomplishment of this purpose; by restoring, improving and maintaining the dwelling and related buildings on said birth site as



a museum and memorial; by landscaping and otherwise beautifying and improving the grounds so acquired as a park and as an appropriate setting for said dwelling; by acquiring and maintaining in said museum on said site, records, souvenirs, mementoes, trophies and other memorabilia having to do with the early life, environment and training of the said Dwight D. Eisenhower; his career as a soldier, educator and statesman; the momentous events and affairs in which he has participated, and will hereafter participate; and by making all of the same continuously and permanently available for the inspiration and education of all, on a wholly non-profit basis and entirely for the benefit of the public at large".

2. Paragraph 3 of said charter shall be amended to read as follows:

"The place where the business of the corporation is to be transacted is at Denison, Grayson County, Texas, and at such other places within the State of Texas as the directors of this corporation may fix and determine".

3. Paragraph 5 of said corporation shall be amended to read as follows:

"(a) The affairs of this corporation shall always be managed and controlled by its Board of Directors, and they alone shall have power to adopt and amend by-laws for this corporation, but they may elect officers and delegate to them and to agents and attorneys selected by the directors such power and authority as they may deem appropriate.

(b) The number of directors shall be five (5), but this number of directors may from time to time be increased to not more than eleven (11) by the unanimous action of all of those who are then directors. Amon G. Carter (Sr), Fort Worth, Texas, Sid W. Richardson, Fort Worth, Texas, Web Maddox, Fort Worth, Texas, Houston Harte, San Angelo, Texas, and Fred J. Conn, Denison, Texas, shall constitute the first Board of Directors of this corporation.

(c) All vacancies in directorships in this corporation shall be filled by the remaining directors, even though the directors remaining in office constitute less than a quorum.

(d) An annual meeting of the directors shall be held on the 14th day of October of each year, beginning in 1954, (or, if the 14th day of October falls on Sunday or a legal holiday, on the next secular day thereafter which is not a legal holiday), or at such other time as may be fixed by the by-laws of this corporation.

(e) The first Board of Directors of this corporation named above shall hold office until the annual meeting of the directors in October, 1954, and until their respective successors have been duly elected and qualified. At that meeting one director shall be elected to hold office until the annual meeting in October, 1955; one to hold office until the annual meeting in October, 1956; one to hold office until the annual meeting in October, 1957; one to hold office until the annual meeting in October, 1958; and one to hold office until the annual meeting in October, 1959, and, in each case, until their respective successors shall have been duly elected and shall have qualified. Beginning with the annual meeting in October, 1954, directors elected to fill vacancies



shall be elected for a term of five (5) years and until their respective successors are elected and qualified; provided, that any vacancy occurring during the term of a director's office shall be filled only for the remainder of the term for which the director whose directorship so becomes vacant was elected. If the number of directors is increased, the added directors shall be elected for staggered terms, so that, as nearly as may be, the terms of office of an equal number of directors shall expire each year, and vacancies shall be filled for five year terms. Any director appointed or provided for in these Articles of Incorporation, or any successor director, may be removed from office for incapacity or misconduct by the vote of three-fourths (3/4) of the directors then in office.

(f) The original Board of Directors named in this Paragraph 5 shall meet, organize, adopt by-laws and elect officers at such time and place as they may hereafter fix in writing. At such organization meeting, or any adjournment thereof, a majority of the directors shall constitute a quorum and may transact any business which could be transacted if all of the directors named were present".

4. Paragraph 6 of said original charter is hereby amended to read as follows:

"This corporation shall never have any capital stock. No part of its net earnings shall ever inure to the benefit of any private shareholder or individual. This corporation shall not, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation, and no part of its property or income shall ever be used for any such purpose. Said corporation now has no goods, chattels, lands, rights or credits".

5. Said original charter shall be further amended by adding as Paragraphs 7 and 8 thereof the following:

"7. This corporation shall have power in furtherance of its corporate purposes:

(a) To acquire by gift, bequest, devise, purchase, or exchange, property of any kind or character, on such terms and conditions as the Board of Directors may deem advisable and appropriate.

(b) To hold, manage, conserve, lease, rent, sell, mortgage, encumber, expend, convey, exchange, invest, or reinvest any property or funds which it may acquire, and to exercise with respect to any such property or funds any power with respect to the business management thereof which any individual could exercise if such individual owned such property or funds in fee simple.

(c) To employ and compensate all necessary agents, employees and attorneys, and to delegate to them such duties, powers and responsibilities as may be deemed appropriate.

(d) To exercise each and every power which any private corporation chartered under the laws of Texas might exercise and which is not inconsistent with the provisions of these Articles of Incorporation, or the purposes for which this corporation is formed.



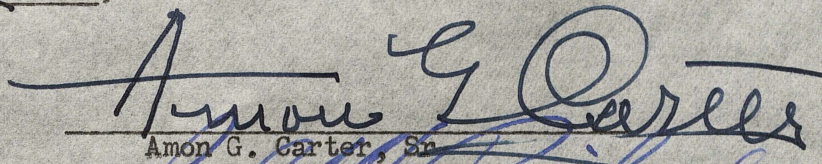
(e) To adopt and amend from time to time by-laws (not inconsistent with these Articles of Incorporation) to govern the management and conduct of this corporation and its affairs, the selection of its officers, their terms of office, and their duties and powers.

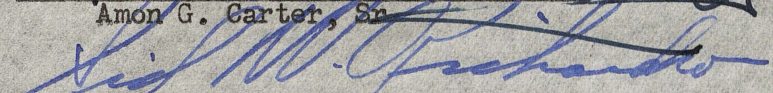
(f) To do and perform all other acts, needful or appropriate in carrying out the purposes for which this corporation is formed.


"8. Whenever the Board of Directors of this corporation by unanimous vote determine that the purpose for which this corporation was organized can be better accomplished by so doing, it may transfer all of its assets of every kind and character to the State of Texas now existing, or hereafter created, with authority to receive such assets and to carry out the purpose for which this corporation was formed, after discharging from its assets all of its debts and liabilities, whereupon, and if such action is taken, the corporate existence of this corporation shall be duly terminated".

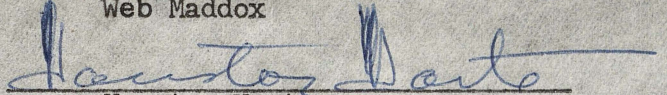
IN TESTIMONY WHEREOF, we hereunto sign our names this the

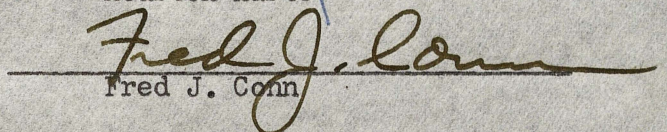
17 day of NOVEMBER, 1953.

  
Amon G. Carter, Sr.

  
Sid W. Richardson

  
Web Maddox

  
Houston Harte

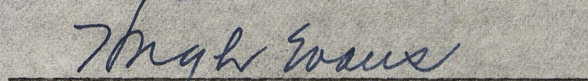
  
Fred J. Conn

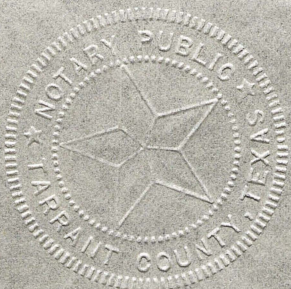
STATE OF TEXAS        )  
                                  (  
COUNTY OF TARRANT    )

BEFORE ME the undersigned authority, a Notary Public in and for Tarrant County, Texas, on this day personally appeared Amon G. Carter, Sr., Sid W. Richardson and Web Maddox, each known to me to be the persons whose names are subscribed to the foregoing instrument, and each acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and seal of office this the 17<sup>th</sup> day of NOVEMBER, 1953.

Hugh Evans

  
Notary Public in and for  
Tarrant County, Texas



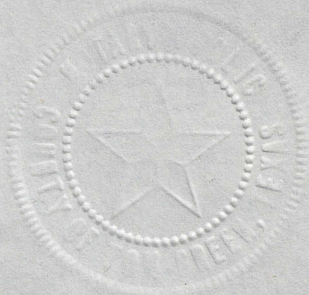


STATE OF TEXAS )  
 )  
COUNTY OF Tom Green )

BEFORE ME the undersigned authority, a Notary Public in and for Tom Green County, Texas, on this day personally appeared Houston Harte, known to me to be the identical person whose name is subscribed to the foregoing instrument, and acknowledge to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and seal of office this the 18<sup>th</sup> day of November, 1953.

Alba M. Creary  
Notary Public in and for  
Tom Green County, Texas

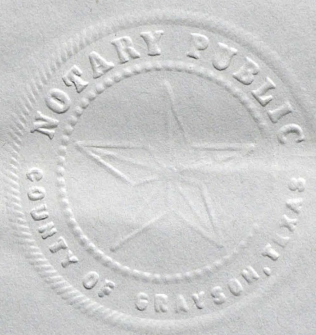


STATE OF TEXAS )  
 )  
COUNTY OF Grayson )

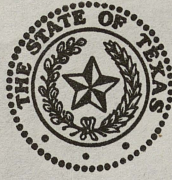
BEFORE ME the undersigned authority, a Notary Public in and for Grayson County, Texas, on this day personally appeared Fred J. Conn, known to me to be the identical person whose name is subscribed to the foregoing instrument, and acknowledge to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and seal of office this the 20 day of November, 1953

Jewell Painter  
Notary Public in and for  
Grayson County, Texas







The State of Texas  
Secretary of State

I, ROGER TYLER, Assistant Secretary of State of the State of Texas, DO HEREBY CERTIFY that the attached is a true and correct copy of an amendment to the charter of EISENHOWER BIRTHPLACE FOUNDATION, INC., as approved and filed in this office on the 10th day of December, 1953.

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

10th day of December, A. D. 1953.

Assistant

*Roger Tyler*

Secretary of State.

