

**RESTATED ARTICLES OF INCORPORATION
OF
THE HOUSTON ESTATE AND FINANCIAL FORUM
(with amendments)**

ARTICLE ONE

NAME

The name of the Corporation is THE HOUSTON ESTATE AND FINANCIAL FORUM.

ARTICLE TWO

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES

The Corporation is organized and shall be operated exclusively for the following purposes:

(a) To foster intelligent cooperation and a cordial understanding among the members as to the proper relationship between the function of the following categories of persons in the fields of estate planning:

- (1) certified public accountants;
- (2) attorneys;
- (3) trust officers of a trust company authorized to do business in Texas or trust officers of a bank;
- (4) chartered life underwriters, certified financial planners, and chartered financial consultants;
- (5) Accredited Senior Appraisers of the American Society of Appraisers; and

(6) development officers of an organization exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“the Code”).

(b) To assist its members in keeping abreast of laws and conditions affecting business and personal taxation and the problems of estate accumulation and conservation so as to improve the knowledge of each member within his sphere; and with these objectives.

(c) To encourage its members to have as their ultimate goal the rendering of the best professional services to the public.

The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 600 Travis St., Suite 3400, Houston, Texas 77002, and the name of its registered agent at such address is Ms. Stephanie E. Donaho.

ARTICLE SIX
BOARD OF DIRECTORS

The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons (not less than 9 and not more than 25) as may be fixed by the By-Laws. Until changed by the By-Laws, the number of directors shall be seventeen (17), sixteen (16) elected directors and one (1) ex-officio director. All directors shall be members of the Corporation. Four directors shall be elected from each of the first four groups specified in Article Four. The directors shall continue to serve until their successors are selected in the manner provided in the By-Laws of the Corporation. The names and addresses of the persons who shall serve as directors of the Corporation until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Ms. Louise S. Rosenthal	Rosenthal & Co., P.C. Suite 1120 3900 Essex Lane @ Wesleyan Houston, TX 77027-5169
Ms. Beth Madison	Madison Benefits Group, Inc. Suite 100 4544 Post Oak Place Houston, TX 77027-3104
Mr. Michael R. Tibbets	De Lange, Hudspeth, McConnell & Tibbets LLP Suite 1300 8 Greenway Plaza Houston, TX 77046
Ms. Deborah S. Gibson	J. P. Morgan Private Bank PO Box 2558 Houston, TX 77252-8037
Ms. Janet K. Casstevens	Northern Trust Bank of Texas, N.A. 2701 Kirby Drive Houston, TX 77098-1218
Mr. Robert J. Biehl	EDOT Financial Services Corp. 3203 West Alabama Houston, TX 77098
Mr. David F. Carr	P. O. Box 5839 Pasadena, TX 77508-5839
Mr. William D. Cunningham	Woodway Financial Advisors Suite 650 10000 Memorial Houston, TX 77024-3411
Ms. Karen S. Gerstner	Davis, Ridout, Jones & Gerstner LLP Suite 7070 600 Travis Houston, TX 77002

<u>Name</u>	<u>Address</u>
Mr. Richard C. Kuriger, III	RCK, Inc. Suite 1600 2100 West Loop South Houston, TX 77027-3515
Mr. Stephen D. Maislin	KPMG, LLP 700 Louisiana Houston, TX 77002
Mr. Charles L. Parker, Jr.	Parker Financial Advisors Suite 605 1900 St. James Place Houston, TX 77056
Ms. Jan I. Phipps	Margolis, Phipps & Wright, PC Suite 900 1400 Post Oak Boulevard Houston, TX 77056-3009
Ms. Sue J. Prejean	Sentinel Trust Company, LBA 2001 Kirby, Suite 1210 Houston, TX 77019
Mr. F. Gib Surles	The Forrest Group 2121 Sage Rd., Suite 355 Houston, TX 77056
Mr. Alan D. Westheimer	Suite 9020 5120 Woodway Houston, TX 77056-1724
Mr. Robert M. Weylandt	Baker Botts L.L.P. 910 Louisiana Houston, TX 77002-4995

ARTICLE SEVEN

MEMBERSHIP

The Corporation shall have members. Election of members and the voting rights, powers and privileges of the members shall be determined as provided in the By-Laws.

ARTICLE EIGHT
RESTRICTIONS

The directors shall not engage, participate or intervene in any activity or transaction which would result in the loss by the Corporation of its status as an exempt organization under the provisions of the Code, or corresponding provisions hereafter in effect; and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

ARTICLE NINE
DISSOLUTION

In the event of the dissolution of the Corporation, by lapse of time or otherwise, when it has, or is entitled to any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but shall be transferred and set over unto an organization which is exempt from federal income taxation under section 501(c)(3) of the Code or corresponding provisions hereafter in effect, and which is engaged in activities substantially similar to those of the Corporation carried out in furtherance of the purposes specified in Article Four, and, if none be then in existence, then such funds or property or rights thereto shall be charged with a charitable public trust and shall be thereafter administered and applied to public charitable purposes by a trustee or trustees to be appointed pursuant to law by a court of competent jurisdiction.

ARTICLE TEN
LIMITATION ON LIABILITY OF DIRECTORS

No director shall be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director of the Corporation, except and only for the following:

- (a) A breach of the director's duty of the loyalty to the Corporation;
- (b) An act or omission not in good faith by the director or an act or omission that involves intentional misconduct or knowing violation of the law by the director;
- (c) A transaction from which the director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the director's office; or
- (d) An act or omission by the director for which liability is expressly provided for by statute.

In addition to these express circumstances as set forth in the preceding sentences in which a director shall not be liable, a director shall not be liable to the Corporation to the

fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of a director.

ARTICLE ELEVEN

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each present and former director and officer of the Corporation shall be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her, expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such director or officer, and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that, no present or former director or officer of the Corporation be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy.

Such rights of indemnification shall be in addition to any other rights to which present or former directors or officers may be entitled, under any bylaws, agreement, corporate resolution, vote of directors, insurance policy, or otherwise, and shall be interpreted to include and incorporate, but not be limited by, all applicable provisions of Article 1396-2.22A of the Texas Non-Profit Corporation Act.

The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE TWELVE

AMENDMENT

These Articles, and the By-Laws of the Corporation, may be altered, amended or repealed by the affirmative vote of a majority of the full board of directors at any regular or special meeting of the directors, if notice of said proposed amendment be contained in the notice of the meeting.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this _____ day of _____, 2001.

Secretary of the Corporation