

ARTICLES OF INCORPORATION

FOR

THE TALKORIGINS FOUNDATION, INC.

A TEXAS NON-PROFIT CORPORATION

FILED
In the Office of the
Secretary of State of Texas
APR 26 2004

**ARTICLE I
Corporate Name**

These articles of incorporation form a non-profit corporation under the Texas Non-Profit Corporation Act. The name of the corporation is the TalkOrigins Foundation, Inc.

**ARTICLE II
Incorporator**

The name and address of the incorporator is Kenneth Fair, 5914 Hummingbird, Houston, TX 77096.

**ARTICLE III
Registered Agent and Office**

The initial registered agent of the corporation is Kenneth Fair. The address of the registered agent and the registered office address is 5914 Hummingbird, Houston, TX 77096.

**ARTICLE IV
Management**

Management of the affairs of the corporation is to be vested in its board of directors. The bylaws of the corporation will determine the number of directors, which must be at least three, as well all other matters relating to the board of directors. The directors need not be citizens of the State of Texas. The initial directors of the corporation, who will serve until their successors are elected and qualified, are set forth below:

Name: Kenneth J. Fair
Address: 5914 Hummingbird, Houston, TX 77096

Name: Wesley R. Elsberry
Address: 3027 Macaulay Street, San Diego, CA 92106

Name: John S. Wilkins
Address: P.O. Box 542, Somerville, Victoria 3912, Australia

**ARTICLE V
Organizational Structure**

The corporation will not have members.

**ARTICLE VI
Duration**

The corporation's duration is perpetual.

ARTICLE VII

Purposes

The corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Code and section 11.18 of the Texas Tax Code, and may take any actions allowed to tax-exempt organizations under those laws. The corporation may also receive contributions and pay them over to organizations that are described in section 501(c)(3) of the Code and that are exempt from taxation under section 501(a) of the Code. Specifically, the corporation's primary purpose is to provide mainstream scientific information and education to the general public regarding biological and physical origins. The corporation will achieve this purpose primarily by developing and maintaining the TalkOrigins Archive website on the Internet, and by providing information through the talk.origins Usenet newsgroup and other Internet resources. From time to time, the corporation may also provide information, assistance, or contributions to other charitable, scientific, or educational organizations with a similar purpose.

ARTICLE VIII

Restrictions on Activities

Notwithstanding any other provision of these articles:

- The corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. No part of the corporation's net earnings may inure to the benefit of or be distributable to any person, except that the corporation is authorized to pay reasonable compensation for goods and services rendered, reimbursement for reasonable expenses incurred, and tax-exempt distributions to further the corporation's purposes. The corporation may not pay dividends or income to its directors or officers, or accrue distributable profits, or permit the realization of private gain.
- The corporation may not substantially engage in propaganda or attempt to influence legislation, nor may it participate or intervene in any political campaign on behalf of or in opposition to any candidate for political office.
- The corporation may not substantially carry on any other activities prohibited (a) to a corporation exempt from federal income tax under section 501(c)(3) of the Code, (b) to a non-profit corporation exempt from franchise taxes under the laws of the State of Texas, (c) to a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or (d) to a Texas non-profit corporation under the Texas Non-Profit Corporation Act.
- If the corporation becomes a "private foundation" as defined by section 509 of the Code, it will distribute its income so as to avoid tax for undistributed income under section 4942 of the Code. It will not engage in self-dealing subjecting it to tax under section 4941 of the Code, retain excess business holdings subjecting it to tax under section 4943 of the Code, make taxable investments under section 4944 of the Code, or make taxable expenditures under section 4945 of the Code.

ARTICLE IX
Dissolution

The corporation may be dissolved only upon a two-thirds vote of directors at a meeting where a quorum is present. Upon dissolution, the corporation's assets will be distributed as directed by the corporation's bylaws and board of directors for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or will be distributed to the federal government or a state or local government for a public purpose. Any remaining assets will be disposed of by a court of competent jurisdiction in the county of the corporation's principal office exclusively for such exempt purposes or to an organization or organizations that are organized and operated exclusively for such exempt purposes.

ARTICLE X
Powers

Except as these articles otherwise provide, the corporation has all powers allowed by the Texas Non-Profit Corporation Act and other applicable law. The corporation also has all implied powers needed to carry out its express powers.

ARTICLE XI
Amendments

These articles may be amended by two-thirds of the directors at a meeting where a quorum is present.

ARTICLE XII
References to Internal Revenue Code


All references to the "Code" herein are to sections of the Internal Revenue Code of 1954, as amended, or to corresponding sections of any future federal tax code, as well as to related regulations, rulings, and procedures.

ARTICLE XIII
Effective Date

This document becomes effective upon filing by the secretary of state.

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

SIGNED on this day, April 20, 2004.



Kenneth J. Fair