See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning June 1 **, 2009, and ending** May 31 **, 20** 10

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: **Dougherty Historical Foundation**

Number and street (or P O box number if mail is not delivered to street address): **Post Office Box 640** Room/suite

City or town, state, and ZIP code: **Beeville, Texas 78104-0640**

A Employer identification number 74-2391274

B Telephone number (see page 10 of the instructions) 361-358-3560

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 115,064.57

J Accounting method: ☑ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	34,200.00			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	31.92	31.92	31.92	
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	34,231.92	31.92	31.92	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages	9,703.13			9,703.13
	15	Pension plans, employee benefits	742.35			742.35
	16a	Legal fees (attach schedule)	4,693.96			4,693.96
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	2,563.88			2,563.21
	19	Depreciation (attach schedule) and depletion	540.00			
	20	Occupancy				
	21	Travel, conferences, and meetings	25.30			25.30
	22	Printing and publications				
	23	Other expenses (attach schedule)	35,142.76			35,142.76
	24	**Total operating and administrative expenses.** Add lines 13 through 23	53,411.38	0.00	0.00	52,870.71
	25	Contributions, gifts, grants paid				
	26	**Total expenses and disbursements.** Add lines 24 and 25	53,411.38	0.00	0.00	52,870.71
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(19,179.46)			
	b	**Net investment income** (if negative, enter -0-)		31.92		
	c	**Adjusted net income** (if negative, enter -0-)			31.92	

RECEIVED OCT 1 0 2010 OGDEN, UT

SCANNED NOV 0 1 2010

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Cat No 11289X Form **990-PF** (2009)

9-22

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	24,339.03	5,699.57	5,699.57
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶ 69,885.82			
		Less: accumulated depreciation (attach schedule) ▶ 7,223.00	63,202.82	62,662.82	109,350.00
	15	Other assets (describe ▶)	15.00	15.00	15.00
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	87,556.85	68,377.39	115,064.57
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	107,099.01	107,099.01	
	29	Retained earnings, accumulated income, endowment, or other funds	(19,542.16)	(38,721.62)	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	87,556.85	68,377.39	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	87,556.85	68,377.39	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	87,556.85
2	Enter amount from Part I, line 27a	2	(19,179.46)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	68,377.39
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	68,377.39

Part IV Capital Gains and Losses for Tax on Investment Income

N/A

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	129,765.07	23,954.56	5.417134
2007	33,965.60	17,730.60	1.915649
2006	44,137.99	15,552.09	2.838074
2005	28,185.35	24,807.99	1.136140
2004	34,787.03	25,882.82	1.344020

2	**Total** of line 1, column (d)	2	12.651017
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	2.530203
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	12,242.12
5	Multiply line 4 by line 3	5	30,975.05
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.32
7	Add lines 5 and 6	7	30,975.37
8	Enter qualifying distributions from Part XII, line 4	8	52,870.71

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	0	32
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	0	32
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	0	32
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments. Add lines 6a through 6d	7	0	00
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	32
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10		
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **Refunded** ▶	11		

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0.00 **(2)** On foundation managers. ▶ $ 0.00			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	✓	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N.	A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Texas			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9	✓	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ Daren R. Wilder Telephone no. ▶ 361-358-3560

Located at ▶ 201 N. Washington, Beeville, Texas ZIP+4 ▶ 78102

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here. ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	N	A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☑ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions.)	2b	N	A
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b	N	A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ✓

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N. A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of 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 and deferred compensation	(e) Expense account, other allowances
Schedule Attached				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If 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 and deferred compensation	(e) Expense account, other allowances
NONE				

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Schedule Attached	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	12,413.55
c	Fair market value of all other assets (see page 24 of the instructions)	1c	15.00
d	**Total** (add lines 1a, b, and c)	1d	12,428.55
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,428.55
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions)	4	186.43
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,242.12
6	**Minimum investment return.** Enter 5% of line 5	6	612.11

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☑ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2009 from Part VI, line 5 2a		
b	Income tax for 2009. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	52,870.71
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	52,870.71
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0.32
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	52,870.39

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions) N/A

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only				
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2009:				
a	From 2004				
b	From 2005				
c	From 2006				
d	From 2007				
e	From 2008				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2009 distributable amount				
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2005				
b	Excess from 2006				
c	Excess from 2007				
d	Excess from 2008				
e	Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶ **May 08, 1985**

b Check box to indicate whether the foundation is a private operating foundation described in section ☑ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	31.92	66.89	52.27	74.59	225.67
b 85% of line 2a	27.13	56.86	44.43	63.40	191.82
c Qualifying distributions from Part XII, line 4 for each year listed	52,870.71	129,765.74	33,965.60	44,137.99	260,740.04
d Amounts included in line 2c not used directly for active conduct of exempt activities	231.50	154.54	388.17	204.29	978.50
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	52,639.21	129,611.20	33,577.43	43,933.70	259,761.54
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets	115,064.57	133,954.03	120,853.93	125,895.47	495,768.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	109,350.00	109,600.00	109,800.00	109,600.00	438,350.00
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

Statement Attached

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

No applications accepted.

b The form in which applications should be submitted and information and materials they should include:

No applications accepted.

c Any submission deadlines:

No applications accepted.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

No applications accepted. This is a private operating foundation. Its only function is to operate as a museum. It makes no gifts or contributions to others

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NONE				
Total . . . . . ▶ **3a**				
b *Approved for future payment*				
NONE				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	31.92	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				31.92	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	31.92

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NONE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N.A.			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N.A.		

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 10/14/10 | Title Secretary/Treasurer

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ▶ ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN ▶	
		Phone no.	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization	**Employer identification number**
Dougherty Historical Foundation	**74 : 2391274**

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . . ▶ $ .....

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: Dougherty Historical Foundation

Employer identification number: 74 2391274

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	James R. Dougherty, Jr. Foundation, Inc. Post Office Box 640 Beeville, Texas 78104-0640	$ 20,000.00	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	Dudley T. Dougherty Foundation, Inc. Post Office Box 4310 Beeville, Texas 78104-4310	$ 7,000.00	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	Miscellaneous Small Contributors	$ 7,200.00	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Dougherty Historical Foundation	74 : 2391274

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
Dougherty Historical Foundation	74 2391274

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
Dougherty Historical Foundation

Employer identification number
74 2391274

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	/ /

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	/ /

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	/ /

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	/ /

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	/ /

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	/ /

Name of organization: Dougherty Historical Foundation

Employer identification number: 74 2391274

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	/ /

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	/ /

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	/ /

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	/ /

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	/ /

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	/ /

Name of organization	Employer identification number
Dougherty Historical Foundation	74 : 2391274

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Name of organization	Employer identification number
Dougherty Historical Foundation	74 2391274

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

74-2391274

DOUGHERTY HISTORICAL FOUNDATION

FORM 990-PF FOR 2009

Part I - Line 16(a) - Legal Fees:

	(a)	(d)
Amounts Paid to Graves, Dougherty, Hearon & Moody for a Restated Certificate of Formation and Revised Bylaws Pursuant to Changes in Texas Law	$ 4,693.96	$ 4,693.96

Part I - Line 18 - Taxes:

	(a)	(d)
Ad Valorem Taxes	$ 2,563.21	$ 2,563.21
Federal Excise Tax on Foundations	0.67	-
Total	$ 2,563.88	$ 2,563.21

Part I - Line 19 - Depreciation

Description	Acq.	Cost	Rate	Method	Time	Depreciation Prior Years	Depreciation
Equipment							
Trailer	1/99	$ 720.00	10.0%	S.L.	1 yr.	$ 720.00	$ -
Lawnmower	4/01	3,400.00	20.0%	S.L.	1 yr.	3,400.00	-
Push Lawnmower	11/07	199.99	20.0%	S.L.	1 yr.	63.00	40.00
Caretaker's Quarters	5/04	20,000.00	2.5%	S.L.	1 yr.	2,500.00	500.00
Total		$24,319.99				$ 6,683.00	$ 540.00

74-2391274

DOUGHERTY HISTORICAL FOUNDATION

FORM 990-PF FOR 2009

Part I - Line 23 - Other Expenses:	(a) & (d)
Caretaker Vehicle Expense	$ 185.15
Copier and Fax Expense	59.18
Insurance Expense	6,156.21
Lawn Care Expense	533.87
Operations Supervision	7,004.67
Postage	85.27
Repairs & Maintenance	18,832.76
Supplies & Stationary	61.75
Telephone Expense	414.12
Termite Control Expense	211.38
Utilities Expense	1,598.40
Total	$ 35,142.76

Part II - Balance Sheets

Line 14 (b): Land, Buildings, Equipment:

	Basis	Depreciation	Book Value
Round Lake Property - 6.2 acres more or less, located in San Patricio County, Texas, on which is situated the "Old Dougherty Homestead"	$ 45,565.83	-	$ 45,565.83
Caretaker's Quarters	20,000.00	$ 3,000.00	17,000.00
Equipment - Trailer	720.00	720.00	-
- Lawnmower	3,400.00	3,400.00	-
- Push Lawnmower	199.99	103.00	96.99
Total	$ 69,885.82	$ 7,223.00	$ 62,662.82

74-2391274

DOUGHERTY HISTORICAL FOUNDATION

FORM 990-PF FOR 2009

Part VIII - Information about Officers, Directors, etc.

Name and Address	Title & Avg. Hours Per Week	Contribution to Employee Benefit Plan	Expense Account	Compensation
Mary Patricia Dougherty Post Office Box 968 Issaquah, WA 98027-0968	Vice President & Director, as needed	-	-	-
Ben F. Vaughan, III Post Office Box 2233 Austin, TX 78768-2233	President &, Director, as needed	-	-	-
Frances Carr Tapp Post Office Box 60010 Corpus Christi, TX 78466-0010	Vice President & Director, as as needed	-	-	-
Daren R. Wilder Post Office Box 640 Beeville, TX 78104-0640	Secretary/ Treasurer, as needed	-	-	-

74-2391274

DOUGHERTY HISTORICAL FOUNDATION

FORM 990-PF FOR 2009

Part IX - A - Summary of Direct Charitable Activities:

1. Operating a Museum - This organization was open to the public throughout the year. Tours were given to groups such as history classes, garden clubs, church groups, school children and historical societies in cooperation with the Corpus Christi Area Heritage Society. The guest register shows that there were 92 visitors during the year. There were others who did not register. Plans are being made to cooperate with the Corpus Christi Area Heritage Society for tours during the 2010-2011 season.

Part XV - Supplementary Information:

1. Information Regarding Foundation Managers:

   (a) Mary Patricia Dougherty
   Stephen Tarlton Dougherty
   Genevieve Vaughan
   Ben F. Vaughan, III
   Frances Carr Tapp

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Hope Andrade
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING
OF

Dougherty Historical Foundation
75423601

[formerly: DOUGHERTY HISTORICAL FOUNDATION]

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: 10/28/2009

Effective: 10/28/2009

Hope Andrade
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

OCT 28 2009

Corporations Section

RESTATED CERTIFICATE OF FORMATION WITH NEW AMENDMENTS

1. The name of the filing entity is Dougherty Historical Foundation. The filing entity is a nonprofit corporation. The file number issued to the filing entity by the Secretary of State is 75423601 and the date of formation of the filing entity is June 3, 1985.

2. This Restated Certificate of Formation makes new amendments to the Certificate of Formation. Provided below is an identification by reference or description of each added, altered, or deleted provision.

   The prefatory paragraph stating that the entity was formed under the Texas Non-Profit Corporation Act is deleted.

   Article One: Article One is renumbered as Article I and amended to change the word "corporation" to "filing entity" and to add "Corporation" as a defined term.

   Article Two: Article Two is renumbered as Article II.

   Article Three: The content of Article Three is moved to Article IV and amended to make minor changes in the language. Article Three is renumbered as Article III and the combined content of Articles Four and Five, as amended, is added.

   Articles Four and Five: The content of Article Four and the content of Article Five are combined, moved to Article III and amended to add references the Texas Business Organizations Code, to expand the purpose to other activities which constitute carrying out charitable or educational purposes, and to make other minor changes in language.

   Article Four: Article Four is renumbered as Article IV and the content of Article Three, as amended, is added.

   Article Five: Article Five is renumbered as Article V and the content of Article Eight, as amended, is added.

   Article Six: The content of Article Six is moved to Article X and amended to make minor changes in the language. Article Six is renumbered as Article VI and the content of Article Nine, as amended, is added.

   Article Seven: The content of Article Seven is moved to Article XI and amended to change the word "dissolution" to "winding up and termination," to add a reference to the Texas Business Organizations Code, to add references to Section 170(c)(1) and (2) of the Internal Revenue Code, and to make other changes in the

language. Article Seven is renumbered as Article VII and the content of Article Ten, as amended, is added.

Article Eight: The content of Article Eight is moved to Article V and amended to change the registered address and the name of the registered agent. Article Eight is renumbered as Article VIII and a new paragraph denying members cumulative voting rights is added.

Article Nine: The content of Article Nine is moved to Article VI and amended to make minor changes in the lead-in language and to update the names and addresses of the directors. Article Nine is renumbered as Article IX and a new paragraph respecting the adoption and amendment of the Bylaws is added.

Article Ten: The content of Article Ten is moved to Article VII and amended to provide for the method of determining the qualifications, voting rights, powers and privileges of the members. Article Ten is renumbered as Article X and the content of Article Six, as amended, is added.

Article Eleven: The content of Article Eleven is deleted. Article Eleven is renumbered as Article XI and the content of Article Seven, as amended, is added.

Article Twelve: The contents of Article Twelve is deleted. Article Twelve is renumbered as Article XII and a new paragraph respecting the exculpation of the directors is added.

Article XIII: a new Article XIII respecting permitting the approval of actions of members and directors by written consent is added.

3. Each new amendment has been made in accordance with the provisions of the Texas Business Organizations Code. The amendments to the Certificate of Formation and the Restated Certificate of Formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

4. The Restated Certificate of Formation, which is attached to this form as **Exhibit A,** accurately states the text of the Certificate of Formation being restated and each amendment to the Certificate of Formation being restated that is in effect, and as further amended by the Restated Certificate of Formation. The attached Restated Certificate of Formation does not contain any other change in the Certificate of Formation being restated except for the information permitted to be omitted by the provisions of the Texas Business Organizations Code applicable to the filing entity.

Date: October 24, 2009

DOUGHERTY HISTORICAL FOUNDATION

Name: [illegible]

Title: President

EXHIBIT A

RESTATED CERTIFICATE OF FORMATION

OF

DOUGHERTY HISTORICAL FOUNDATION

ARTICLE I.

The name of the filing entity is Dougherty Historical Foundation (the "Corporation").

ARTICLE II.

The Corporation is a nonprofit corporation.

ARTICLE III.

Subject to the provisions of Sections 2.003 and 2.010 of the Texas Business Organizations Code, the Corporation is organized and shall be operated for the purpose of the restoration and preservation of historic structures, including but not by way of limitation, the old Dougherty homestead and other structures having special historical significance in South Texas and particularly San Patricio County; opening such structures for viewing by the general public; and engaging in any other activity which constitutes the carrying out of charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States tax law. The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by members, trustees, officers and directors of the Corporation and members of committees of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in this Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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. In no event shall the Corporation carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States tax law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States tax law.

ARTICLE IV.

The period of duration of the Corporation is perpetual.

ARTICLE V.

The street address of the registered office of the Corporation is 201 N. Washington, Beeville, Texas 78102, and the name of its registered agent at such address is Daren R. Wilder.

ARTICLE VI.

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 as the bylaws of the Corporation may fix. Until changed by the bylaws the number of directors shall be three. The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the Corporation. The names and addresses of the persons who shall serve as the directors of the Corporation until their successors are duly elected and qualified are as follows:

Name	Address
Mary Patricia Dougherty	P. O. Box 4310 Beeville, Texas 78104
Frances Carr Tapp	P. O. Box 60010 Corpus Christi, Texas 78466-0010
Ben F. Vaughan, III	P. O. Box 2233 Austin, Texas 78768

ARTICLE VII.

The Corporation shall have members. The membership of the Corporation shall be determined as provided in the bylaws, and such bylaws shall define the voting rights, powers and privileges of the members.

ARTICLE VIII.

No member of the Corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

ARTICLE IX.

The power to amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, subject to Section 22.102 of the Texas Business Organizations Code.

ARTICLE X.

The Corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Code; the Corporation shall not engage in any act of self-dealing which would be subject to tax under Section 4941 of the code; the Corporation shall not retain any excess business holdings which would subject it to tax under Section 4943 of the Code; the Corporation shall not make any investments which would subject it to tax under Section 4944 of the Code; and the Corporation shall not make any taxable expenditures which would subject it to tax under Section 4945 of the Code.

ARTICLE XI.

Upon the winding up and termination of the Corporation and after all liabilities and obligations of the Corporation are paid, satisfied and discharged in accordance with Section 11.053 of the Texas Business Organizations Code, the property of the Corporation shall be applied and distributed, pursuant to a plan of distribution, exclusively for tax-exempt purposes to an organization or organizations that shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provisions of any future United States tax law or as are described in Section 170(c)(1) or (2) of the Code or the corresponding provisions of any future United States tax law.

ARTICLE XII.

No director shall be liable to the Corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found liable for:

(a) a breach of the director's duty of loyalty to the Corporation or its members;

(b) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or its members or an act or omission that involves intentional misconduct or a knowing violation of the law;

(c) a transaction from which the director received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of the director's duties; or

(d) an act or omission for which the liability of the director is expressly provided by an applicable statute.

Any repeal or modification of this Article by the members of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XIII.

Any action required by the Texas Business Organizations Code to be taken at any annual or special meeting of the members or directors, or any action which may be taken at any annual or special meeting of the members or directors or of any committee, may be taken without a meeting, if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voted. Any such written consent shall be signed and dated by each member, director or committee member executing the same and such executed written consent shall be filed with the Corporation in the manner required by Section 3.151 of the Texas Business Organizations Code.

AMENDED AND RESTATED

BYLAWS

OF

DOUGHERTY HISTORICAL FOUNDATION

TABLE OF CONTENTS

Page

Article I. NAME AND PURPOSE 1
1.1. Name. 1
1.2. Early Adoption of the Texas Business Organizations Code. 1
1.3. Purpose. 1
Article II. OFFICES 2
2.1. Principal Office. 2
2.2. Additional Offices. 2
Article III. MEMBERS 2
3.1. General. 2
3.2. Dues and Assessments. 2
3.3. Lapse of Membership. 2
3.4. Meetings of Members. 2
3.5. Notice of Meetings. 3
3.6. Quorum of Members. 3
3.7. Record Date for Determining Members Entitled to Notice and Vote. 3
3.8. Voting Members' List for Meeting. 4
3.9. Inspection of Voting Member's List. 4
3.10. List of Voting Members Available at Meeting. 4
3.11. Majority Vote of Members. 4
3.12. Voting. 4
3.13. Member Action by Written Consent. 4
3.14. Alternative Forms of Meetings. 5
3.15. Participation Constitutes Presence. 5
Article IV. BOARD OF DIRECTORS 5
4.1. General Powers. 5
4.2. Number and Qualifications. 5
4.3. Increase or Decrease in Directors. 5
4.4. Election and Vacancies. 5
4.5. Removal. 6
4.6. Place of Meetings. 6
4.7. Regular Meetings. 6
4.8. Special Meetings. 6
4.9. Attendance as Waiver of Notice. 6
4.10. Voting. 6
4.11. Quorum of Directors; Majority Vote. 6
4.12. Committees. 7
4.13. Director Action by Written Consent. 7
4.14. Alternative Forms of Meetings. 7
Article V. NOTICES 8
5.1. Notice to Directors. 8

5.2. Waiver of Notice. 8
Article VI. OFFICERS 8
6.1. Officers of the Foundation. 8
6.2. Qualifications. 9
6.3. Compensation; Restrictions on Loans and Dividends. 9
6.4. Term of Office and Removal. 9
6.5. President. 9
6.6. Vice President. 9
6.7. Secretary. 9
6.8. Assistant Secretaries. 10
6.9. Treasurer. 10
6.10. Assistant Treasurers. 10
6.11. Ex Officio Members. 10
Article VII. GENERAL PROVISIONS 11
7.1. Checks. 11
7.2. Fiscal Year. 11
7.3. Seal. 11
7.4. Books and Records. 11
7.5. Financial Records and Annual Reports. 11
7.6. Conveyance of Land. 11
Article VIII. AMENDMENTS 11
8.1. Amendment to Bylaws. 11
Article IX. INDEMNIFICATION 11
9.1. Power to Indemnify and to Purchase Indemnity Insurance. 11

AMENDED AND RESTATED

BYLAWS

OF

DOUGHERTY HISTORICAL FOUNDATION

ARTICLE I.
NAME AND PURPOSE

1.1. Name. The name of the corporation is Dougherty Historical Foundation (the "Foundation").

1.2. Early Adoption of the Texas Business Organizations Code. By Early Adoption filed with the Texas Secretary of State on _____, 2009, the Foundation adopted and became subject to the Texas Business Organizations Code (the "TBOC").

1.3. Purpose. Subject to the provisions of Sections 2.003 and 2.010 of the TBOC, the Foundation is organized and shall be operated for the purpose of the restoration and preservation of historic structures, including but not by way of limitation, the old Dougherty homestead and other structures having special historical significance in South Texas and particularly San Patricio County; opening such structures for viewing by the general public; and engaging in any other activity which constitutes the carrying out of charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States tax law. The Foundation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered by members, trustees, officers and directors of the Foundation and members of committees of the Foundation, and to make payments and distributions in furtherance of the purposes set forth in this Section 1.3. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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. In no event shall the Foundation carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States tax law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States tax law.

ARTICLE II.
OFFICES

2.1. Principal Office. The principal office of the Foundation shall be located at 201 North Washington Street, Beeville, Texas 78102, or such other address as the Board of Directors may from time to time determine.

2.2. Additional Offices. The Foundation may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or the business of the Foundation may require.

ARTICLE III.
MEMBERS

3.1. General. The Foundation shall have members. The members of the Foundation shall be comprised of each of the following persons who elects to be a member by so notifying the Foundation; any living descendant of Dudley T. Dougherty who is eighteen years of age or older, any living descendant of May Dougherty King who is eighteen years of age or older, and any living descendant of Rachael Dougherty Vaughan who is eighteen years of age or older. There shall be no classes of members and the rights and duties of the members, including voting rights pursuant to Section 3.12 and duties with respect to dues and assessments pursuant to Section 3.2, shall be the same for all members. Membership in the Company ceases upon death and cannot be transferred by gift, will, intestacy or otherwise and the descendants of a deceased member shall only be entitled to be members if they meet the requirements for membership and so elect as provided above.

3.2. Dues and Assessments. As of the date of the adoption of these Amended and Restated Bylaws, the Foundation has no endowment and must rely on the support of its Directors, members and other foundations and contributors to advance is purpose and mission. Commencing February 1, 2010, each member shall pay to the Foundation annual dues of $200, payable on or before February 1 of each year. The Board of Directors may request that members make additional contributions to the Foundation. Any such request shall be divided equally among all of the persons who are members of the Foundation at the time of the request, but no member shall be prohibited or restricted from making additional contributions in excess of his or her share of any requested amount, or any additional contributions to the Foundation at any other time.

3.3. Lapse of Membership. Membership shall lapse upon failure to pay annual dues and shall be automatically reinstated upon payment of all arrearage. Such failure shall be deemed to occur on the thirtieth day after the date specified for the payment of dues, unless and to the extent that the Board of Directors expressly waives this deadline.

3.4. Meetings of Members. Meetings of members for any purpose may be held at such time and place within or without the State of Texas as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. Meetings of the members may be called

by the President, by the Board of Directors or by members having not less than one-tenth (1/10) of the votes entitled to be cast at the proposed meeting provided, however, that so long as the Foundation has at least two members, the number of members required to call a meeting shall be at least two. A request for a meeting shall state the purpose or purposes of the proposed meeting.

3.5. Notice of Meetings. Written notice stating the place (unless the meeting is to be held solely by using a conference telephone or other communications system authorized by Section 6.002 of the TBOC or by these Bylaws), date and time of a meeting and the purpose or purposes for which the meeting is called, shall be delivered not later than the tenth (10th) day and not earlier than the sixtieth (60th) day before the date of the meeting, by personal delivery, by mail, or by facsimile or electronic message, by or at the direction of the President or the Secretary, or such other person or persons as are authorized by Section 3.4 to call such meeting, to each member entitled to vote at such meeting. If mailed, such notice is considered to be given when deposited in the United States mail with postage paid in an envelope addressed to the member at the member's address as it appears on the membership records of the Foundation. If transmitted by facsimile or electronic message, notice is considered to be given when transmitted to a facsimile number or an electronic message address provided by the recipient, or to which the recipient consents, for the purpose of receiving notice. If the meeting is held solely or in part by using a conference telephone or other communications system authorized by Section 6.002 of the TBOC or by these Bylaws, the notice of the meeting must indicate the form of communications systems to be used for the meeting and the means of accessing the communications systems.

3.6. Quorum of Members. Except as may otherwise be provided by the Certificate of Formation of the Foundation (the "Certificate of Formation") and as limited by Section 4.5 hereof, members holding one-tenth (1/10) of the votes entitled to be cast, in person or by proxy, constitute a quorum. Unless otherwise provided in the Certificate of Formation, the members at a meeting of members at which a quorum is not present may adjourn the meeting until the time and to the place as may be determined by a vote of the majority of the members who are present or represented by proxy at the meeting.

3.7. Record Date for Determining Members Entitled to Notice and Vote. For the purpose of determining the record date for determining the members entitled to receive notice of a meeting of members, or entitled to vote at a meeting of members or any adjournment of a meeting, or for any other proper purpose (other than for determining members entitled to consent to action without a meeting of members), the Board of Directors may provide a date as the record date for any such determination of members, such date to be not earlier than the sixtieth (60th) day before the date the action requiring the determination of members is taken. If no record date is fixed for any such determination of members, the record date for determining the members is the date on which notice of the meeting is given to the members entitled to notice of the meeting. The record date for the determination of members entitled to notice of or to vote at a meeting is effective for an adjournment of the meeting unless the Board of Directors sets a new date for determining the right to notice of or to vote at the adjournment.

3.8. Voting Members' List for Meeting. After fixing a record date for the notice of a meeting, the Foundation shall prepare an alphabetical list of the names of all its voting members who are entitled to notice of the meeting. This list must show the address of each voting member.

3.9. Inspection of Voting Member's List. Not later than the second business day after the date notice is given of a meeting for which a list was prepared, as provided by Section 3.8, and continuing through the meeting, the list of voting members must be available at the Foundation's principal office or at a reasonable place in the municipality in which the meeting will be held, as identified in the notice of the meeting, for inspection by any member entitled to vote at the meeting for the purpose of communication with other members concerning the meeting. A voting member or voting member's agent or attorney is entitled on written demand to inspect and, at the member's expense and subject to Section 22.351 of the TBOC, to copy the list at a reasonable time during the period the list is available for inspection.

3.10. List of Voting Members Available at Meeting. The Foundation shall make the list of voting members available at the meeting, and any voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or an adjournment of the meeting.

3.11. Majority Vote of Members. The vote of the majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present is the act of the members meeting, unless the vote of a greater number is required by law or the Certificate of Formation or another section of these Bylaws.

3.12. Voting. Each member of the Foundation whose dues are current at the time of the vote is entitled to one (1) vote on each matter submitted to a vote of the Foundation's members. A member may vote in person or, unless otherwise provided by the Certificate of Formation or these Bylaws, by proxy executed in writing by the member or the member's attorney-in-fact. Unless otherwise provided by the proxy, a proxy is revocable and expires eleven (11) months after the date of its execution. A proxy may not be irrevocable for longer than eleven (11) months. A member may vote on any matter by mail, by facsimile transmission, by electronic message, or by any combination of those methods.

3.13. Member Action by Written Consent. An action required or authorized to be taken at a meeting of the members may be taken without holding a meeting, providing notice, or taking a vote if a consent or consents in writing, stating the action taken, shall have been signed by (i) all the members entitled to vote on the action, or (ii) if the Certificate of Formation so provides, by members having at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting at which all of the members entitled to vote on the action were present and voted. Any such written consent or consents described in clause (ii) shall be signed, dated, and filed with the Foundation in the manner required by Section 6.202 of the TBOC, and the Foundation shall promptly notify each member who did not sign such consent of the action that is the subject of such consent.

3.14. Alternative Forms of Meetings. Subject to the provisions of the TBOC, the Certificate of Formation and these Bylaws, members may hold meetings by means of conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting by members is to take place at the meeting, the Foundation must implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified and keep a record of any vote or other action taken.

3.15. Participation Constitutes Presence. A member participating in a meeting is considered present at the meeting, unless the participation is for the express purpose of objecting to the transaction of business at the meeting on the ground that the meeting has not been lawfully called or convened.

ARTICLE IV.
BOARD OF DIRECTORS

4.1. General Powers. The affairs of the Foundation shall be managed by, and the control, sale and disposition of its properties and funds shall be vested in the Foundation's Directors.

4.2. Number and Qualifications. The number of Directors which shall constitute the whole Board of Directors shall be three (3). Directors need not be residents of the State of Texas.

4.3. Increase or Decrease in Directors. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors may not be decreased to fewer than three (3).

4.4. Election and Vacancies. The Directors of the Foundation at the time of the adoption of these Amended and Restated Bylaws (the "Current Directors") are: Mary Patricia Dougherty, Frances Carr Tapp and Ben F. Vaughan III. The term of office for Directors is three years and Directors may be reelected to successive terms without limitation. The terms of the Current Directors shall expire on May 31, 2012. The current Directors shall serve until their successors are elected or until death, resignation or removal in accordance with the provisions of Section 4.5. If for any reason, the membership fails to elect successors for any Director at the end of his or her current term, such Director shall continue to serve until their successors are selected or until death, resignation or removal in accordance with the provisions of Section 4.5. The manner of electing successors to the Directors, filling vacancies and filling directorships by reason of an increase in the number of Directors shall be as follows: Successors to the Current Directors shall be elected by the affirmative vote of a majority of the members. In choosing additional and successor Directors, the Board of Directors shall give preferential (but not

exclusive) consideration to the adult (eighteen years of age or older) descendants of John and Liza Sullivan, parents of Rachel Sullivan Dougherty.

4.5. Removal. At any meeting of the members called expressly for that purpose, any Director may be removed either with or without cause by a vote of the members as follows: The vote required to remove a director is the affirmative vote of a majority of the members, which majority must include, for purposes of this Section 4.5 only, (i) the affirmative vote of at least one descendant of Dudley T. Dougherty, if any such descendant is a member of the Foundation entitled to vote pursuant to Section 3.12 at the time of the meeting; (ii) the affirmative vote of at least one descendant of May Dougherty King, if any such descendant is a member of the Foundation entitled to vote pursuant to Section 3.12 at the time of the meeting; and (iii) the affirmative vote of at least one descendant of Rachael Dougherty Vaughan, if any such descendant is a member of the Foundation entitled to vote pursuant to Section 3.12 at the time of the meeting.

4.6. Place of Meetings. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Texas.

4.7. Regular Meetings. Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board of Directors.

4.8. Special Meetings. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary on the written request of any two or more Directors. Written notice stating the place (unless the meeting is to be held solely by using a conference telephone or other communications system authorized by Section 6.002 of the TBOC or by these Bylaws), date and time of a meeting and the purpose or purposes for which the meeting is called, shall be delivered at least two (2) weeks before the date of the meeting, by personal delivery, by mail, or by facsimile or electronic message, by or at the direction of the President or the Secretary. If the meeting will be held solely or in part by using a conference telephone or other communications system authorized by Section 6.002 of the TBOC or by these Bylaws, the notice must also comply with the requirements of Section 4.14 of these Bylaws.

4.9. Attendance as Waiver of Notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.10. Voting. 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. A proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

4.11. Quorum of Directors; Majority Vote. At all meetings of the Board of Directors, the presence in person (but not by proxy) of a majority of the number of Directors set by these

Bylaws shall constitute a quorum for the transaction of business, and the act of the majority of the 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 the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting of Directors, the Directors present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.12. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may from time to time designate one or more committees. Membership on such committees may, but need not be, limited to Directors or members of the Foundation. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have the power at any time to change the number and members of any such committee, to fill vacancies and to discharge any such committee. Unless a majority of the members of a committee are Directors, committees shall not have or exercise the authority of the Board of Directors in the management of the Foundation and any decisions or actions recommended by committees, a majority of the members of which are not Directors, shall be subject to approval by the Board of Directors.

4.13. Director Action by Written Consent. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of the Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall have been signed by sufficient number of Directors or committee members as would be necessary to take that action at a meeting at which all of the Directors or members of the committee were present and voted. Any such written consent shall be signed and dated by each Director or committee member executing the same and such executed written consent shall be filed with the Foundation in the manner required by Section 3.151 of the TBOC.

4.14. Alternative Forms of Meetings. Subject to the provisions of the TBOC and these Bylaws concerning notice of meetings and unless otherwise restricted by the Articles of Incorporation or these Bylaws, Directors or committee members may participate in and hold a meeting of Directors or committee members by means of conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of those methods, if the telephone or other equipment or system permits each Director or committee member participating in the meeting to communicate with all other persons participating in the meeting, and such participation shall constitute presence in person at such meeting, except where a Director or committee member participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. If voting by Directors or committee members is to take place at the meeting, the Foundation must implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified and keep a record of any vote or other action taken. If a meeting is held solely or in part by using a conference telephone or other communications systems authorized by Section 6.002 of the TBOC or by these Bylaws, the

notice of the meeting must identify the forms of communications systems to be used for the meeting and the means of accessing the communications systems. Further, such a meeting may be held by means of a remote electronic communication system, including video teleconferencing technology or the Internet, only if (i) each person entitled to participate in the meeting consents to the meeting being held by means of that system, and (ii) the system provides access to the meeting in a manner or using a method in which each person participating in the meeting can communicate concurrently with each other participant.

ARTICLE V.
NOTICES

5.1. Notice to Directors. Except as may be otherwise provided in these Bylaws, any notice hereunder shall be in writing and shall be delivered (by personal delivery or overnight delivery service) or mailed to the person or persons being notified at their respective addresses appearing on the books of the Foundation, or sent by facsimile or other electronic transmission to the Directors at their respective fax numbers or electronic mail addresses appearing on the books of the Foundation. If mailed or sent by overnight delivery service, such notice shall be deemed to be delivered when deposited in the United States mail or with an overnight delivery service with postage paid. If transmitted by facsimile or other electronic transmission, notice is deemed to be delivered on successful transmission of the facsimile or electronic message.

5.2. Waiver of Notice. Whenever any notice is required to be given to a Director or member of a committee under the provisions of the TBOC or under the provisions of the Certificate of Formation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The business to be transacted at a regular or special meeting of the Directors or members of a committee or the purpose of such a meeting is not required to be specified in a written waiver of notice unless required by the Certificate of Formation.

ARTICLE VI.
OFFICERS

6.1. Officers of the Foundation. The officers of the Foundation shall be elected by the Board of Directors and shall consist of a President and Secretary. The Board of Directors may also elect or appoint one or more Vice Presidents, a Treasurer and such other officers and assistant officers as it shall deem necessary. All officers shall hold their offices for such terms (subject to Section 6.4) and shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors by resolutions not inconsistent with these Bylaws. Any two (2) or more offices, other than the offices of President and Secretary may be held by the same person. A properly designated committee may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both President and Secretary.

6.2. Qualifications. No officer need be a member of the Board of Directors. The Board of Directors shall have the power to enter into contracts for the employment and reasonable compensation of officers for such terms as the Board of Directors deems advisable, subject to Section 6.3.

6.3. Compensation; Restrictions on Loans and Dividends. The Foundation may pay compensation in a reasonable amount to its officers and other agents for services rendered, but only as permitted by the TBOC and these Bylaws and the Code. The salaries and other compensation of all officers and agents of the Foundation shall be fixed by the Board of Directors. Any compensation paid to any officer of the Foundation in the form of salary, commission, bonus or otherwise that is determined in whole or in part to be unreasonable by the Internal Revenue Service shall be reimbursed by such officer to the Foundation, and each officer, by virtue of becoming an officer, agrees to execute and deliver to the Foundation any and all documents reasonably requested by the Foundation in order to provide for such reimbursement. No dividend shall be paid and no part of the income of the Foundation shall be distributed to its Directors or officers. No loan shall be made by the Foundation to its Directors, officers or employees.

6.4. Term of Office and Removal. Regular elections of officers shall occur at the first meeting of the Board of Directors held in each year ending in an even number; provided, however, that the Board of Directors may, in its discretion, vote to elect or remove officers at any meeting. Unless otherwise specified by the Board of Directors, the term of office for all officers shall be for two (2) years, commencing with the date of such officer's election; provided that officers of the Foundation shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office. Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the Foundation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any vacancy occurring in any office of the Foundation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

6.5. President. The President shall be the Chief Executive Officer of the Foundation, shall have general and active management of the business of the Foundation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of the Board of Directors.

6.6. Vice President. The Vice Presidents, if any, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.7. Secretary. The Secretary shall attend all meetings of the Board of Directors and record all of the proceedings of the meetings of the Board of Directors in a minute book to be

kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors, and (if notice is required) regular meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the seal of the Foundation (if any) and, when authorized by the Board of Directors, shall affix the same (or state that the Foundation has none) to any instrument requiring it and, when so affixed (or so stated), it shall be attested by his or her signature or by the signature of an Assistant Secretary or of the Treasurer, if any. To the extent permitted by the TBOC and the Code, the Secretary may retain any records of the Foundation in electronic format in lieu of retaining paper files.

6.8. Assistant Secretaries. The Assistant Secretaries, if any, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.9. Treasurer. The Treasurer, if any, shall have custody of the corporate funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other transactions in the records of the Foundation, and shall deposit all monies and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Foundation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render the President and the Board of Directors, at its regular meetings, or when the President or Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Foundation.

6.10. Assistant Treasurers. The Assistant Treasurers, if any, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or the President may from time to time delegate.

6.11. Ex Officio Members. The President, the Secretary and the Treasurer (if a Treasurer has been elected by the Board of Directors) shall be ex officio members of the Board of Directors. As ex officio members they shall be entitled to receive notice of and attend all meetings of the Board of Directors. These officers shall not be entitled to vote as members of the Board of Directors unless they have also been elected and are serving as Directors. Any other officers of the Foundation may attend meetings of the Board of Directors from time to time at the invitation of the Board.

ARTICLE VII.
GENERAL PROVISIONS

7.1. Checks. All checks or demands for money and notes of the Foundation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

7.2. Fiscal Year. The fiscal year of the Foundation shall be June 1 to May 31.

7.3. Seal. The Board of Directors may provide for a corporate seal in such form as it prescribes. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

7.4. Books and Records. The Foundation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors in the management of the Foundation.

7.5. Financial Records and Annual Reports. The Foundation shall maintain such financial records, and shall prepare such reports of financial activity, as may be required by Section 22.352 of the TBOC and such tax returns or other reports as may be required by the Code.

7.6. Conveyance of Land. The Foundation may convey land by deed, with or without warranty of title and with or without the seal of the Foundation, signed by an officer or attorney-in-fact of the Foundation when authorized by appropriate resolution of the Board of Directors.

ARTICLE VIII.
AMENDMENTS

8.1. Amendment to Bylaws. The Foundation's Board of Directors may amend or repeal the Foundation's Bylaws or adopt new Bylaws by the affirmative vote of a majority of the Directors of the Foundation (whether in person, by proxy or by written consent).

ARTICLE IX.
INDEMNIFICATION

9.1. Power to Indemnify and to Purchase Indemnity Insurance. To the maximum extent permitted by Chapter 8, Subchapter C of the TBOC, the Foundation shall indemnify any person who is or was a Director of the Foundation against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by such person in connection with a proceeding (as defined in Chapter 8, Subchapter C of the TBOC) because of that person's service or status as a Director. Further, the Foundation shall pay or reimburse reasonable expenses incurred by a Director who was, is or is threatened to be made a party in a proceeding, in advance of the final disposition of the proceeding, to the maximum extent permitted by Chapter 8, Subchapter C of the TBOC; provided, however, that payment or

reimbursement of expenses pursuant to the procedures set out in Section 8.104 of the TBOC may be conditioned upon a showing, satisfactory to the Board of Directors in its sole discretion, of the financial ability of the Director in question to make the repayment referred to in such Section 8.104. The Foundation shall indemnify and advance expenses to any person who is or was an officer of the Foundation in the same manner and to the same extent as the Foundation indemnifies and advances expenses to any person who is or was a Director of the Foundation. Further, the Foundation may indemnify, and may reimburse or advance expenses to or purchase and maintain insurance or any other arrangement on behalf of, any person who is or was a director, officer, employee or agent of the Foundation, or who is or was serving at the request of the Foundation as a director, officer, partner, venturer, proprietor, director, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, in connection with any liability asserted against such person because of such service or status, to such further extent, consistent with Chapter 8, Subchapter C of the TBOC and other applicable law, as the Board of Directors may from time to time determine. The provisions of this Section 9.1 shall not be deemed exclusive of any other rights to which any such person may be entitled under any bylaw, agreement, insurance policy, or otherwise. No amendment, modification or repeal of this Section 9.1 shall in any manner terminate, reduce or impair the right of any person to be indemnified by the Foundation in accordance with the provisions of the section as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.