

Exhibit A
Texas Civil Engineering
Foundation
EIN 20-1609820

FILED
In the Office of the
Secretary of State of Texas

AUG 02 2004

Corporations Section

**ARTICLES OF INCORPORATION
OF
TEXAS CIVIL ENGINEERING FOUNDATION**

The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a non-profit corporation (hereinafter referred to as the "Foundation") under the Texas Non-Profit Corporation Act (hereinafter referred to as the "Act"), does hereby adopt the following Articles of Incorporation for the Foundation:

ARTICLE ONE

The name of the Foundation is Texas Civil Engineering Foundation.

ARTICLE TWO

The Foundation is a non-profit corporation.

ARTICLE THREE

The period of duration of the Foundation is perpetual.

ARTICLE FOUR

A. The Foundation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or within corresponding provisions of any subsequent federal tax laws. Specifically, the purpose of the Foundation is to support the educational, technical and professional activities and programs of the Texas Section of the American Society of Civil Engineers. The broadest discretion is vested in and conferred upon the Trustees for the accomplishment of these purposes.

Notwithstanding any other provision of these Articles, the Foundation shall pledge its assets for use in performing its charitable functions and shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent federal tax laws.

Nothing in this Article shall be construed as authorizing the Foundation to transact any business expressly prohibited by any law of the State of Texas, or to engage in any activity that cannot lawfully be engaged in by a non-profit corporation incorporated under the Act, or to take any action in violation of any of the laws referred to in Sections B or C of Article 2.02 of the Act.

B. Regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas to the contrary, the Foundation shall not:

(1) Permit any part of the net earnings of the Foundation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Foundation affecting one or more of its purposes);

(2) Carry on propaganda, or otherwise attempt to influence legislation;

(3) Participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; or

(4) Attempt to influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drives.

C. If the Foundation is deemed to be a private foundation within the meaning of Section 509(a) of the Code, or corresponding provisions of any subsequent federal tax laws, the Foundation:

(1) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws;

(2) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws;

(3) Shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws;

(4) Shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws; and

(5) Shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE FIVE

The Foundation shall have "members" within the meaning of the Act. The management of the Foundation is vested in the Board of Trustees, except as otherwise provided in the Bylaws of the Foundation.

ARTICLE SIX

The street address of the Foundation's initial registered office is: 3501 Manor Road, Austin, Texas 78723, and the name of its initial registered agent at such address is Janis M. Meyer.

ARTICLE SEVEN

A. The number and qualifications of Trustees constituting the Board of Trustees of the Foundation shall be fixed from time to time in the manner provided in the Bylaws of the Foundation. The number of Trustees may be increased or decreased from time to time in the manner provided in the Bylaws, except that no decrease shall have the effect of shortening the term of any incumbent Trustee.

B. The number of Trustees constituting the initial Board of Trustees is seven (7), and the names and addresses of the persons who are to serve as Trustees are:

<u>Name</u>	<u>Address</u>
A. C. Burkhalter, Jr.	1110 Kingwood Drive, Suite 200 Kingwood, Texas 77339
Richard W. Kistner	3110 Twisted Creek San Antonio, Texas 78230
Joseph E. Minor	712 Water Wood Street Rockport, Texas 78382
T. Anthony Reid	214 Co. Rd. 2137 Meridian, Texas 76665-2817
David M. Schnurbusch	1525 Viceroy Drive Dallas, Texas 75235
James R. Sims	5111 Westerdale Street Fulshear, Texas 77441-4208
Gary L. Struzick	1160 Dairy Ashford Road, Suite 500 Houston, Texas 77079

ARTICLE EIGHT

The initial Bylaws of the Foundation shall be adopted by the Board of Trustees. The power to alter, amend or repeal the Bylaws of the Foundation or adopt new Bylaws is vested in the Board of Trustees, subject to repeal or change by action of the Trustees of the Foundation.

ARTICLE NINE

No Trustee of the Foundation shall be personally liable to the Foundation for monetary damages for any act or omission in the Trustee's capacity as a Trustee, except that the provisions of this Article Nine do not eliminate or limit the liability of a Trustee to the extent the Trustee is found liable for:

- A. a breach of the Trustee's duty of loyalty to the Foundation;
- B. an act or omission not in good faith that constitutes a breach of duty of the Trustee to the Foundation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- C. a transaction from which a Trustee received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Trustee's office;
- D. an act or omission for which the liability of a Trustee is expressly provided by an applicable statute; or
- E. an act related to an unlawful distribution of the assets of the Foundation.

If the Act or the Texas Miscellaneous Corporation Laws Act (collectively, the "Acts") are hereafter amended to authorize the further limitation of the liability of directors or Trustees, then the limitation on personal liability provided in this Article Nine shall, without the necessity of further action by the Foundation or the Board of Trustees, be modified to provide such limitation to the fullest extent permitted by the amended Acts. No amendment to or repeal of this Article Nine shall apply to or have any effect on the liability or alleged liability of any Trustee of the Foundation for or with respect to any acts or omissions of such Trustee occurring prior to such amendment or repeal.

ARTICLE TEN

The Foundation may provide in the Bylaws for the indemnification of Trustees, officers, employees and agents of the Foundation and other persons, or any of them, to the fullest extent provided by law or to such lesser extent as may be provided in such Bylaws.

ARTICLE ELEVEN

In the event of the dissolution of the Foundation, its assets and properties shall first be used to pay all existing debts, obligations and liabilities of the Foundation. Any remaining assets shall be distributed exclusively to any one or more charitable organizations as described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, such organization or organizations to be selected by the Board of Trustees.

ARTICLE TWELVE

Subject to the applicable provisions of the Act, any action required by the Act to be taken at a meeting of the Trustees of the Foundation or any action that may be taken at a meeting of the Trustees 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 Trustees or committee members as would be necessary to take that action at a meeting at which all of the Trustees or members of the committee were present and voted.

ARTICLE THIRTEEN

The name and address of the incorporator is: Kathryn V. Garner, 600 Travis Street, Suite 4200, Houston, Texas 77002.

IN WITNESS WHEREOF, the undersigned has hereunder set her hand this 21st day of July, 2004.

INCORPORATOR

Kathryn V. Garner
Kathryn V. Garner

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



Texas Civil Engineering
Foundation
EIN 20-1609820
Roger Williams
Secretary of State

Office of the Secretary of State

CERTIFICATE OF AMENDMENT OF

Texas Civil Engineering Foundation
800372064

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

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

Dated: 07/01/2005

Effective: 07/01/2005



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

Roger Williams
Secretary of State

Texas Civil Engineering
Foundation
EIN 30-1607820

FILED
In the Office of the
Secretary of State of Texas

JUL 01 2005

Corporations Section

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 1396-4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is the Texas Civil Engineering Foundation (the "Foundation").

ARTICLE TWO

The following amendment to Article Five of the Articles of Incorporation was adopted by the Board of Trustees of the Foundation on September 30, 2004.

Article Five of the Articles of Incorporation, is hereby amended to read in its entirety, as follows:

"ARTICLE FIVE

"The Foundation shall not have "members" within the meaning of the Act."

ARTICLE THREE

The amendment was approved by a vote of majority of the Board of Trustees of the Foundation at its meeting on September 30, 2004, there being no members having voting rights in respect thereof.

ARTICLE FOUR

This document will become effective when the document is filed by the Secretary of State.

Dated: July 1, 2005.

TEXAS CIVIL ENGINEERING FOUNDATION

Richard W. Kistner

Richard W. Kistner
Vice President of Administration (Corporate
Secretary)