



Office of the Secretary of State

CERTIFICATE OF FILING OF

PORT ARANSAS CHAMBER OF COMMERCE FOUNDATION
File Number: 802811822

The undersigned, as Secretary of State of Texas, hereby certifies that a 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.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 09/12/2017

Effective: 09/12/2017



A handwritten signature in black ink, appearing to read "R. Pablos".

Rolando B. Pablos
Secretary of State

Form 202

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$25



**Certificate of Formation
Nonprofit Corporation**

**Filed in the Office of the
Secretary of State of Texas
Filing #: 802811822 09/12/2017
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Article 1 - Corporate Name

The filing entity formed is a nonprofit corporation. The name of the entity is :

PORT ARANSAS CHAMBER OF COMMERCE FOUNDATION

Article 2 – Registered Agent and Registered Office

A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:

Jeffrey Hentz

C. The business address of the registered agent and the registered office address is:

Street Address:

403 W. Cotter Ave. Port Aransas TX 78373

Consent of Registered Agent

A. A copy of the consent of registered agent is attached.

OR

B. The consent of the registered agent is maintained by the entity.

Article 3 - Management

A. Management of the affairs of the corporation is to be vested solely in the members of the corporation.

OR

B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

Director 1: **Deven Bhakta**

Title: **Director**

Address: **727 S. 11th Street Port Aransas TX, USA 78373**

Director 2: **Tiffanie Arnold**

Title: **Director**

Address: **216 W. Avenue A Port Aransas TX, USA 78373**

Director 3: **Kim Winton**

Title: **Director**

Address: **P. O. Box 2475 Port Aransas TX, USA 78373**

Director 4: **Tanya Chambers**

Title: **Director**

Address: **1023 State Hwy 361, Ste G Port Aransas TX, USA 78373**

Director 5: **Tara Grumbles**

Title: **Director**

Address: **900 N. Tarpon Ave. Port Aransas TX, USA 78373**

Article 4 - Organization Structure

A. The corporation will have members.

or

B. The corporation will not have members.

Article 5 - Purpose

The corporation is organized for the following purpose or purposes:

The purposes for which the Corporation is organized are exclusively for charitable, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

In connection with its purposes, the primary purpose of the Corporation shall be to promote and to raise visibility of the culture and heritage of Port Aransas, Texas; to serve as a resource for learning more about the culture and heritage of the people of Port Aransas, Texas; to assist in education in Port Aransas, Texas; and to assist in disaster relief efforts as may be needed in Port Aransas, Texas.

The purposes shall not include any purpose expressly prohibited for nonprofit organizations exempt under Section 501(c)(3) of the Internal Revenue Code under any applicable law.

Supplemental Provisions / Information

Article 6

The board of directors of the Corporation shall be affiliated with, elected, and controlled by the Port Aransas Chamber of Commerce as authorized under Section 22.207 of the Texas Business Organizations Code. The board of directors of the Port Aransas Chamber of Commerce shall elect the board of directors of the Corporation from the members of the executive committee of the Port Aransas Chamber of Commerce on an annual basis. A director's term shall commence, and the director shall take office, at the first regular meeting following the date of such director's election and shall continue until such director's successor shall be elected and take office. Any vacancy occurring on the board of directors of the Corporation shall be filled by the board of directors of the Port Aransas Chamber of Commerce from the members of the executive committee of the Port Aransas Chamber of Commerce.

Article 7

To the fullest extent permitted by Section 8.101 et seq. of the Texas Business Organizations Code, the entity shall, and the governing authority shall authorize the entity to, indemnify any present or former governing person or delegate of the entity who was, is, or is threatened to be made a respondent in a proceeding to the fullest extent permitted by Section 8.102 of said Code if it is determined that

(1) the person:

(A) acted in good faith;

(B) reasonably believed:

(i) in the case of conduct in the person's official capacity, that the person's conduct was in the entity's best interests; and

(ii) in any other case, that the person's conduct was not opposed to the entity's best interests; and

- (C) in the case of a criminal proceeding, did not have a reasonable cause to believe the person's conduct was unlawful;**
- (2) with respect to expenses, the amount of expenses other than a judgment is reasonable; and**
- (3) indemnification should be paid.**

The entity also specifically extends the indemnification provided above to any officer of the entity on the same terms and conditions, regardless of whether such officer may be a member of the governing authority, to the extent provided under Section 8.105 of said Code.

The entity may upon majority vote of the governing authority purchase and maintain insurance or another arrangement on behalf of any such person against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such a person, whether or not the entity would have the power to indemnify him against that liability under this provision.

Any repeal or amendment of this Article by the governing authority of the entity shall be prospective only, and shall not adversely affect any limitation on personal liability or the right of any person to indemnification existing at the time of such repeal or amendment.

Article 8

No governing person of the entity shall be liable to the entity or its members for monetary damages for an act or omission by the person in the person's capacity as a governing person, except for liability (i) for any breach of the person's duty of loyalty, if any, to the entity or its members, (ii) for acts or omissions not in good faith that constitute a breach of duty of the person to the entity or involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the person received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of the person's duties, or office, (iv) for acts or omissions for which the liability of a person is expressly provided by applicable statute. Any repeal or amendment of this Article by the members of the entity shall be prospective only and shall not adversely affect any limitation on the personal liability of a person existing at the time of such repeal or amendment. In addition to the circumstances in which a person is not personally liable as set forth in the preceding sentences, a person shall not be liable to the fullest extent permitted by any amendment to the Texas statutes hereafter enacted that further limits the liability of the person.

Article 9

The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings and procedures; nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings and procedures. Regardless of any other provision in this Certificate of Formation or state law, the Corporation may not:

- (1) Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in this Certificate of Formation and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (2) Serve a private interest other than one clearly incidental to an overriding public interest.
- (3) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings and procedures.
- (4) Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
- (5) Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- (6) Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation's assets will be distributed to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
- (7) Permit any part of the Corporation's net earnings to inure to the benefit of any officer or director of the Corporation or any private individual.
- (8) Carry on an unrelated trade or business, except as a secondary purpose related to the Corporation's primary, exempt purposes.

[The attached addendum, if any, is incorporated herein by reference.]

17 Consent-Name 0911-signed.PDF

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

OR

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Organizer

The name and address of the organizer are set forth below.

John D. Bell 615 N. Upper Broadway, Suite 1100, Corpus Christi, TX 78401

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

John D. Bell

Signature of organizer.