

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



Roger Williams  
Secretary of State

## Office of the Secretary of State

September 22, 2006

Attn: Elizabeth Karl

The Shanks Law Firm  
5300 Memorial, Suite 800  
Houston, TX 77007 USA

RE: Rotary International District 5890, Inc.  
File Number: 800710561

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to [tax.help@cpa.state.tx.us](mailto:tax.help@cpa.state.tx.us) or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555  
Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>  
Fax: (512) 463-5709

Phone: (512) 463-5555  
Prepared by: Nicole Rowe

TTY: 7-1-1  
Document: 145077220002



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

Rotary International District 5890, Inc.  
File Number: 800710561

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: 09/21/2006

Effective: 09/21/2006



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

Roger Williams  
Secretary of State

SEP 21 2006

**Corporations Section**

**CERTIFICATE OF FORMATION  
OF A NONPROFIT CORPORATION  
FOR  
ROTARY INTERNATIONAL DISTRICT 5890, INC.**

The undersigned natural person of the age of eighteen years or more, acting as organizer of a corporation (hereinafter called the "Corporation") under the Texas Business Organizations Code, does hereby adopt the following Certificate of Formation of a Nonprofit Corporation.

**ARTICLE I**  
*Entity Name and Type*

The filing entity being formed is a nonprofit corporation. The name of the Corporation is Rotary International District 5890, Inc.

**ARTICLE II**  
*Registered Agent and Registered Office*

The initial registered agent is an individual of the state whose name is D'Lisa Simmons.

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

5900 Memorial, Ste. 210, Houston, Texas 77007-8008

**ARTICLE III**  
*Management*

The management of the affairs of the corporation is vested in the Board of Directors. The number of directors constituting the initial Board of Directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

	<u>Name</u>	<u>Address</u>
1.	Suzi Howe	1214 Merriewood Friendswood, Texas 77546
2.	Jeff Tallas	14031 Imperial Canyon Lane Sugar Land, Texas 77478
3.	Bill Ballew	5225 Katy Freeway, Suite 303 Houston, Texas 77007

**ARTICLE IV**  
**Members**

The nonprofit corporation shall have members.

**ARTICLE V**  
**Purpose**

This nonprofit corporation is formed for any lawful purpose or purposes not expressly prohibited under Chapters 2 or 22 of the Texas Business Organizations Code, including any purpose described by Section 2.002 of the Code.

**ARTICLE VI**  
**Manner of Distribution**

The assets of the Corporation in the event of its dissolution shall be applied and distributed as provided by Section 22.304 of the Code.

***Supplemental Provisions/Information***

**Section 1. Purposes.** The purpose or purposes for which the Corporation is organized are:

**Clause (a).** To receive, administer and distribute funds or other property exclusively for religious, charitable, scientific, literary, educational or other exempt purposes as defined in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), to raise funds for Rotary International District 5890, Inc., a nonprofit corporation, and to that end, to take by gift, bequest, devise, purchase, or lease, either absolutely or in trust, and hold, administer and distribute for such objects and purposes, or any of them, any property, real, personal or mixed, without limitation as to the amount or value; and in administering the same to carry out the directions and exercise the powers contained in any trust instrument under which the property is received, for one or more of such purposes; to sell, convey or otherwise dispose of any such property; to invest, and reinvest or deal with the proceeds and income of any such property; to incur and pay expenses incidental to the receipt, administration and distribution of any such property, but only for the foregoing purposes, or some of them; and in general, to exercise any, all and every power which a nonprofit corporation organized under the provisions of the Texas Business Organizations Code can be authorized to exercise for religious, charitable, scientific, literary, educational or other exempt purposes as defined in Section 501(c)(3) and 170(c)(2) of the Code, but not for any other purpose.

**Section 2. Limitations.** The purposes for which the Corporation is organized shall be subject to the following limitations:

Clause (a). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be conducted or carried on by a corporation exempt from the federal income tax under Section 501(c)(3) of the Code, and by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; nor shall the Corporation transact any business for profit or any business expressly prohibited by any law of the State of Texas, or engage in activity in the State of Texas in violation of any of the laws referred to in Section C of Article 2.02 of the Texas Business Organizations Code.

Clause (b). No part of the net earnings of the Corporation shall inure to the benefit of or to be distributable to its directors, officers or any other private persons, (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article) and 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Clause (c). The Corporation 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.

Clause (d). The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

Clause (e). The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

Clause (f). The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

Clause (g). The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**Section 3. Number of Directors.** The number of Directors may be increased or decreased from time to time by amendment to the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director, and the number of directors shall not be decreased to less than three (3) directors. In absence of a Bylaw fixing the number of directors, the number shall be three (3).

**Section 4. Dissolutions.** The assets of the Corporation in the event of its dissolution shall be applied and distributed as follows:

Clause (a). All liabilities and obligations of the Corporation shall be paid, satisfied and discharged; in case its property and assets are not sufficient to satisfy or discharge all of the Corporation's liabilities and obligations, the Corporation shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations.

Clause (b). Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

Clause (c). Assets received and held by the Corporation subject to the limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, together with any income earned thereon, shall be transferred or conveyed to one or more domestic corporations, societies or organizations whose assets are then dedicated to an exempt purpose or purposes and which, in the sole judgment of the Board of Directors of the Corporation best accomplish the general purposes for which the Corporation was organized; provided, however, upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the same meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Clause (d). In no event shall any asset or assets of the Corporation at the time of its dissolution be transferred or conveyed directly or indirectly to the Corporation's then directors or officers.

Clause (e). As used in this Article, the term "exempt purpose or purposes" means any purpose or purposes specified in Section 501(c)(3) and in Section 170(c)(2) of the Code.

#### ***Organizer***

The name and address of the organizer of the Corporation is:

Name

Address

D'Lisa Simmons

5300 Memorial, Suite 800  
Houston, Texas 77007-8248


#### ***Effectiveness of Filing***

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

***Execution***

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

IN WITNESS WHEREOF, I have hereunto set my hand this 18<sup>th</sup> day of September 2006.

  
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D'Lisa Simmons, Organizer