KIWANIS INCORPORATION PROCEDURES
FOR
TEXAS CLUBS

Read and follow the directions in the Outline of Procedure for the Incorporation of a Kiwanis Club as a Not-For-Profit Corporation in the United States.

1. Adopt the Resolution (Form A) by a two-thirds vote of the active, privileged, and senior members of the club in attendance at a meeting at which a quorum is present, and of which at least two week’s written notice has been given. The resolution authorizes the members of the club, named in the copy, to incorporate the club. Fill out Form A.

2. Fill out Form 202 (Certificate of Formation - Nonprofit Corporation). Follow the directions in the Outline of Procedure for the Incorporation of a Kiwanis Club for specific wording that must be included in the articles of incorporation form.

3. Mail one copy of the Resolution (Form A) and one copy of the appropriate state certificate required to Kiwanis International, Attn: Member Services, 3636 Woodview Trace, Indianapolis, Indiana 46268. These must be sent to Kiwanis International for review prior to filing with the Secretary of State.

4. Upon approval of the Proposed Articles of Incorporation by Kiwanis International, the club will be sent a Consent (Form B) authorizing the club to file the Proposed Articles of Incorporation with the Secretary of State. The club will also be sent an Agreement (Form C) to be completed and mailed back to Kiwanis International after the Secretary of State completes the incorporation. (See No. 6 below)

5. File the Certificate of Formation with the Secretary of State. ($25.00 filing fee).

6. When your club receives back a certified copy of the Articles of Incorporation from the Secretary of State showing the date of the filing, send the following to Kiwanis International:
   * A copy of that document and any other document issued by the Secretary of State to give evidence of incorporation.
   * Two completed and signed copies of the Agreement (Form C).

7. Upon receipt of the documents requested above, Kiwanis International will return one duly-executed copy of Form C to the club for its incorporation file. The copy of the Certified Articles of Incorporation will be maintained in the club’s permanent file at the International Office.
MEMORANDUM

To: Kiwanis Clubs Wishing to Incorporate

From: Joan M. Wilson, Manager, Member Services

Subject: Procedure for the Incorporation of a Kiwanis Club

The Kiwanis International Board requires all clubs to be incorporated, and we would like to take this opportunity to stress the importance of incorporating your club to protect the individual members from potential claims.

Enclosed is an Outline of Procedure for Incorporating a Kiwanis Club, including sample articles of incorporation. If your state prefers that a standard form be used for incorporating a not-for-profit organization, you may obtain the form from the office of your Secretary of State.

As soon as we have received and approved a copy of your proposed articles of incorporation, we will issue Consent Form B authorizing you to file the articles with your state.

If we may be of further assistance or should you have any questions, please feel free to contact us.

Remember to provide us with a copy of the proposed articles BEFORE filing them with the state.
Outline of Procedure for the Incorporation of a Kiwanis Club as a Not-For-Profit Corporation in the United States

1. Adopt the Resolution (Form A) by a two-thirds vote of the active, privileged, and senior members of the club in attendance at a meeting at which a quorum is present, and of which at least two weeks' written notice has been given. The resolution authorizes the members of the club, named in the copy, to incorporate the club.

2. Draft the Proposed Articles of Incorporation or other documents required by local statutes to secure incorporation.

Note: Incorporation documents must be obtained through the Secretary of State or local government agency handling incorporations. This document is for information only and is not a form.

In drafting the Articles of Incorporation, keep them simple. Omit all provisions of the bylaws except those that are specifically required to be included by statute or by Kiwanis International. For instance, to conform to the requirements of Kiwanis International, the following must be included in the articles of incorporation:

a) The name of the corporation is to be “Kiwanis Club of

(Be sure to use the complete official name of the club as it appears in the club bylaws.)

b) The purposes of the corporation are:

(1) To give primacy to the human and spiritual rather than to the material values of life.

(2) To encourage the daily living of the Golden Rule in all human relationships.

(3) To promote the adoption and the application of higher social, business, and professional standards.

(4) To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.

(5) To provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.

(6) To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.

(7) For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of __________________________, and its members.

(8) To do all such things as are incidental or conducive to the attainment of the above objects.

PLEASE CAREFULLY NOTE THE FOLLOWING:

**** If you refer to the Board of Directors, remember that the Board of Directors of a Kiwanis club consists of all officers and not less than five (5) elected directors of the club. (This is stated in Article VII, Section 1, of the current Standard Form for club Bylaws.)

**** When referring to the organization or corporation being exempt from payment of federal income taxes, please note that all Kiwanis clubs are not-for-profit organizations and are group exempt from payment of federal income taxes under Section 501( c ) (4 ) of the Internal Revenue Code.
Whenever requested by the Board of Trustees of Kiwanis International, the proposed corporation will dissolve or change its form of organization, and no change in the corporate structure or the purposes and powers of the proposed corporation should be made without the consent of Kiwanis International.

Upon the dissolution of the corporation, the governing board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such manner to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is located, exclusively for such purposes.

3. When the Proposed Articles of Incorporation are drafted, please forward the following to Kiwanis International, Attn: Member Services, 3636 Woodview Trace, Indianapolis, Indiana 46268:
   - One completed and signed copy of the Resolution (Form A.)
   - One copy of the Proposed Articles of Incorporation or other documents required by local statutes to secure incorporation. (This copy must be sent to Kiwanis International for review prior to filing with the Secretary of State or other Governmental Agency processing not-for-profit corporations.)

4. Upon approval of the Proposed Articles of Incorporation by Kiwanis International, the Office will send to the club a Consent (Form B) authorizing the club to file the Proposed Articles of Incorporation with the state or appropriate governmental agency. You will also receive an Agreement (Form C); see instructions below.

5. When the club receives back a certified copy of the Articles of Incorporation showing the date of filing with the appropriate state or governmental agency, please send the following to Kiwanis International:
   - A copy of that document and of any other document issued by the state or governmental agency to give evidence of incorporation.
   - Two completed and signed copies of the Agreement (Form C.)

6. Upon receipt of the documents requested above, Kiwanis International will return one duly-executed copy of Form C to the club for its incorporation file. The copy of Certified Articles of Incorporation will be maintained in the club’s permanent file at the International Office.

Note: Adoption of the Resolution (Form A) authorizes the President and the Secretary of a club to execute the Agreement (Form C) immediately upon receiving certification of not-for-profit corporate status from the state or governmental agency.

[Revised: 05-39-2007]
(FORM A)

RESOLUTION

(The following resolution is to be adopted by a two-thirds (2/3) vote of the active, privileged, and senior members of the club in attendance at a meeting at which a quorum is present.)

WHEREAS, the Kiwanis Club of

is affiliated as a club with Kiwanis International and it is the expressed desire of two-thirds (2/3) of the members to incorporate the club,

NOW THEREFORE BE IT RESOLVED that two-thirds (2/3) of the majority membership who are members of this club in good standing, be and they hereby are authorized as incorporators to take such steps as may be necessary to organize a corporation without stock and not for profit, under the laws of the State of _________________, which will continue in corporate form the Kiwanis Club of ___________________________ with all its present rights and privileges, and

BE IT FURTHER RESOLVED that prior to undertaking such incorporation, this club and said incorporators will procure consent to such a corporation from Kiwanis International and, as a condition thereof, agrees that the proposed corporation will continue its affiliation with Kiwanis International; that the proposed corporation and its members will at all times abide by the Bylaws of Kiwanis International now in force or as hereafter amended, and will comply with all conditions and requirements which Kiwanis International may prescribe; and

BE IT FURTHER RESOLVED that whenever requested by the Board of Trustees of Kiwanis International, the proposed corporation will dissolve or change its form of organization, and that no change in the corporate structure or in the purposes and powers of the proposed corporation will be made without the consent of Kiwanis International, and

BE IT FURTHER RESOLVED that upon incorporation (approval/confirmation from the state), the officers of this club are hereby authorized and directed forthwith to cause the incorporated club to enter into an Agreement with Kiwanis International as set forth in Form C attached hereto (Form C to be submitted with State confirmation).

CERTIFICATION

I hereby certify that the foregoing resolution was adopted by vote of at least two-thirds of the active, privileged, and senior members present at a meeting on ______________________ at which a quorum was present and that notice of this proposed action was given the membership at least two weeks in advance.

__________________________
Secretary
Commentary

A nonprofit corporation is governed by titles 1 and 2 of the Texas Business Organizations Code (BOC). Title 1, chapter 3, subchapter A, of the BOC governs the formation of a nonprofit corporation and sets forth the provisions required or permitted to be contained in the certificate of formation. Nonprofit corporations may be incorporated for any lawful purpose. Corporations formed for the purpose of operating a nonprofit institution, including an institution devoted to a charitable, benevolent, religious, patriotic, civic, cultural, missionary, education, scientific, social, fraternal, athletic, or aesthetic purpose, may be formed and governed only as a nonprofit corporation under the BOC and not as a for-profit corporation. In a nonprofit corporation, no part of the income of the corporation may be distributed to a member, director or officer of the corporation.

Please note that this form cannot be used to form a corporation authorized by or under a special state statute, such as a water supply corporation, a cemetery corporation or an industrial development corporation.

Taxes: Nonprofit corporations are subject to a state franchise tax and federal income taxes unless an exemption from those taxes is granted. For franchise tax information visit the web site of the Comptroller of Public Accounts at www.window.state.tx.us/taxinfo/franchise/index.html. For information on state tax exemption, including applications and publications, visit the Comptroller’s Exempt Organizations web site at www.window.state.tx.us/taxinfo/exempt/index.html or call (800) 252-5555. For information relating to federal income tax filing requirements, exemptions, federal employer identification numbers, tax publications and forms call (800) 829-3676 or visit the Internal Revenue Service (IRS) web site at www.irs.gov.

This form does not include any additional statements or provisions that the Texas Comptroller of Public Accounts or the IRS may require as a condition to granting a tax-exempt status. Please refer to IRS publication 557, “Tax-Exempt Status for Your Organization,” and Comptroller publication 96-1045, “Guidelines to Texas Tax Exemptions,” for further information before completing this form.

Instructions for Form

• Article 1—Entity Name and Type: Provide a corporate name. An organizational designation may be used, but is not required. Under section 5.053 of the BOC, if the name chosen is the same as, deceptively similar to, or similar to the name of any existing domestic or foreign filing entity, or any name reservation or registration filed with the secretary of state, the document cannot be filed. The administrative rules adopted for determining entity name availability (Texas Administrative Code, title 1, part 4, chapter 79, subchapter C) may be viewed at www.sos.state.tx.us/tac/index.shtml. If you wish the secretary of state to provide a preliminary determination on name availability, you may call (512) 463-5555, dial 7-1-1 for relay services, or e-mail your name inquiry to corpinfo@sos.state.tx.us. A final determination cannot be made until the document is received and processed by the secretary of state. Do not make financial expenditures or execute documents based
on a preliminary clearance. Also note that the preclearance of a name or the issuance of a certificate of formation under a name does not authorize the use of a name in violation of another person’s rights to the name.

• **Article 2—Registered Agent and Registered Office:** The registered agent can be either (option A) a domestic entity or a foreign entity that is registered to do business in Texas or (option B) an individual resident of the state. The corporation cannot act as its own registered agent; do not enter the corporate name as the name of the registered agent.

The registered office address must be located at a street address where service of process may be personally served on the entity’s registered agent during normal business hours. Although the registered office is not required to be the entity’s principal place of business, the registered office may not be solely a mailbox service or telephone answering service (BOC § 5.201).

• **Article 3—Management:** Except as provided by section 22.202 of the BOC, the affairs of a nonprofit corporation are governed by a board of directors.

**Board of Directors:** The board of directors may be designated by any name appropriate to the customs, usages, or tenets of the corporation. If managed by a board of directors, three directors are required. A director must be a natural person; there are no residency requirements for directors. Set forth the name of the individual in the format specified. Do not use prefixes (e.g., Mr., Mrs., Ms.). Use the suffix box only for titles of lineage (e.g., Jr., Sr., III) and not for other suffixes or titles (e.g., M.D., Ph.D.).

Please note that a document on file with the secretary of state is a public record that is subject to public access and disclosure. When providing address information for directors, use a business or post office box address rather than a residence address if privacy concerns are an issue.

**Managed by Members:** A nonprofit corporation is considered to have vested the management of the corporation in the board of directors unless otherwise provided in the certificate of formation. This certificate of formation also may be used to create a nonprofit corporation that is managed solely by its members. If management of the corporation is to be vested in the nonprofit corporation’s members, a statement to that effect must be included in the certificate. If the nonprofit corporation is to be governed solely by its members, check the appropriate statement and proceed to Article 4 of this form. The fact that the individuals named on the board of directors are also members of the nonprofit entity does not mean that the corporation is governed by its members.

**Article 4—Members:** If the corporation will not have members, the certificate of formation must include a statement to that effect. If management of the affairs of the corporation is vested in its members, you also must check statement A in Article 4 of this form. Checking statement B in Article 4 is inconsistent with a corporation that is managed by its members and will result in a rejection of the instrument.

• **Article 5—Purpose:** State the purpose of the corporation in the space provided. A nonprofit corporation may be formed for any lawful purpose or purposes not expressly prohibited under title 1, chapter 2, or title 2, chapter 22, of the BOC, which may be stated as “any or all lawful purposes” in the space provided. While the BOC allows formation with a general purpose, please note that other laws, including the Texas Tax Code and the Internal Revenue Code, may require that the certificate of formation include a more specific purpose statement as a basis for granting a license or a tax-exempt or tax-deductible status. An additional text area is provided to include any additional
language or additional provisions that may be needed. In addition, the “Supplemental Provisions/Information” section may be used if the additional text area provided in this section is not sufficient.

- **Supplemental Provisions/Information:** Additional space has been provided for additional text to an article within this form or to provide for additional articles to contain optional provisions. This space also may be used to provide for additional statements or provisions needed by the Texas Tax Code or Internal Revenue Code as a basis for granting a tax-exempt or tax-deductible status.

**Manner of Distribution:** Section 22.304 of the BOC provides that after all liabilities and obligations of the corporation in the process of winding up are paid, satisfied, and discharged in accordance with chapter 11 of the BOC, the property of the corporation shall be applied and distributed as follows:

- Property held by the corporation on a condition requiring return, transfer, or conveyance because of the winding up or termination shall be returned, transferred, or conveyed in accordance with that requirement; and
- The remaining property shall be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3), or described by Section 170(c)(1) or (2) of the Internal Revenue Code as provided in a plan of distribution adopted by the corporation under the BOC unless the certificate of formation provides otherwise.

*If the corporation is not applying and distributing its property in accordance with section 22.304, the certificate of formation must include a statement describing the manner of distribution in the Supplemental Provisions/Information section of this form.* If the space provided is not sufficient, an addendum may be included and attached to this form.

**Duration:** Pursuant to section 3.003 of the BOC, a Texas nonprofit corporation exists perpetually unless provided otherwise in the certificate of formation. If formation of a corporation with a stated period of duration is desired, use the “Supplemental Provisions/Information” section of this form to provide for a limited duration.

- **Organizer:** Only one organizer is required for the formation of a nonprofit corporation. An organizer may be any person having the capacity to contract for the person or for another; that is, a natural person 18 years of age or older, or a corporation or other legal entity. There are no residency requirements for an organizer.

- **Effectiveness of Filing:** A certificate of formation becomes effective when filed by the secretary of state (option A). However, pursuant to sections 4.052 and 4.053 of the BOC the effectiveness of the instrument may be delayed to a date not more than ninety (90) days from the date the instrument is signed (option B). The effectiveness of the instrument also may be delayed on the occurrence of a future event or fact, other than the passage of time (option C). If option C is selected, you must state the manner in which the event or fact will cause the instrument to take effect and the date of the 90th day after the date the instrument is signed. In order for the certificate to take effect under option C, the entity must, within ninety (90) days of the filing of the certificate, file with the secretary of state a statement regarding the event or fact pursuant to section 4.055 of the BOC.

On the filing of a document with a delayed effective date or condition, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective or evidence that the effectiveness was
conditioned on the occurrence of a future event or fact. In addition, at the time of such filing, the status of the entity will be shown as “in existence” on the records of the secretary of state.

- **Execution:** The organizer must sign the certificate of formation, but it does not need to be notarized. However, before signing, please read the statements on this form carefully. *A person commits an offense under section 4.008 of the BOC if the person signs or directs the filing of a filing instrument the person knows is materially false with the intent that the instrument be delivered to the secretary of state for filing. The offense is a Class A misdemeanor unless the person’s intent is to harm or defraud another, in which case the offense is a state jail felony.*

- **Payment and Delivery Instructions:** The filing fee for a certificate of formation for a nonprofit corporation is $25. Fees may be paid by personal checks, LegalEase debit cards, or MasterCard, Visa, and Discover credit cards. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7 percent of the total fees.

Submit the completed form in duplicate along with the filing fee. The form may be mailed to P.O. Box 13697, Austin, Texas, 78711-3697; faxed to (512) 463-5709; or delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, credit card information must accompany the transmission (Form 807). On filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed.

- **Registered Agent/Office:** A corporation is required to maintain a registered agent and a registered office address in Texas. If the registered agent or registered office address changes, it is important to file a statement with the secretary of state to effect a change to the certificate of formation. Failure to maintain a registered agent and registered office may result in the involuntary termination of the corporation.

- **Periodic Reports:** Under section 22.357 of the BOC, the secretary of state may require a nonprofit corporation to file a report not more often than once every four years. The secretary of state will send notice to the corporation at its registered office as to the time the report is due. Failure to file the report when requested to do so by the secretary will result in the involuntary termination of the corporation.

- **Information for Public Inspection:** Records, books and annual reports of the corporation’s financial activity are required to be maintained at the registered office or principal office for three years after the close of a fiscal year. The corporation shall make those documents available to the public for inspection and copying during regular business hours and may charge a reasonable fee for preparing a copy of those records. Failure to maintain those records, prepare an annual report or make the record or report available to the public is a Class B misdemeanor. These provisions do not apply to those corporations exempted under section 22.355 of the BOC. Also note that a nonprofit corporation supported in whole or in part by public funds or that spends public funds is considered a governmental body under chapter 552 of the Government Code (Public Information Act) and thus subject to the provisions of that Act regarding access to public information. In addition, a property owner’s association may also be subject to the Public Information Act pursuant to section 552.0035 of the Government Code.

Revised 10/07
Article 1 – Entity Name and Type

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

Article 2 – Registered Agent and Registered Office
(Select and complete either A or B and complete C)

☐ A. The initial registered agent is an organization (cannot be entity 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:

<table>
<thead>
<tr>
<th>First Name</th>
<th>M.I.</th>
<th>Last Name</th>
<th>Suffix</th>
</tr>
</thead>
</table>

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

<table>
<thead>
<tr>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
</table>

TX

Article 3 – 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:

* A minimum of three directors is required.*

<table>
<thead>
<tr>
<th>Director 1</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>First Name</td>
<td>M.I.</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Street or Mailing Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Country</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Director 2</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>First Name</td>
<td>M.I.</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>Street or Mailing Address</td>
<td>City</td>
</tr>
<tr>
<td>---------------------------</td>
<td>------</td>
</tr>
<tr>
<td>Director 3</td>
<td></td>
</tr>
<tr>
<td>First Name</td>
<td>M.I.</td>
</tr>
<tr>
<td>Street or Mailing Address</td>
<td>City</td>
</tr>
</tbody>
</table>

OR

☐ The management of the affairs of the corporation is to be vested in the nonprofit corporation's members.

**Article 4 – Membership**
(See instructions. Do not select statement B if the corporation is to be managed by its members.)

☐ A. The nonprofit corporation shall have members.

☐ B. The nonprofit corporation will have no members.

**Article 5 – Purpose**
(See instructions. This form does not contain language needed to obtain a tax-exempt status on the state or federal level.)

The nonprofit corporation is organized for the following purpose or purposes:

The following text area may be used to include any additional language or provisions that may be needed to obtain tax-exempt status.
Supplemental Provisions/Information
(See instructions.)

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

Organizer

The name and address of the organizer:

Name

Street or Mailing Address

City

State

Zip Code

Effectiveness of Filing (Select either A, B, or C.)

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

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

C. □ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: ________________________________

The following event or fact will cause the document to take effect in the manner described below:

______________________________________________

______________________________________________

Execution

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

Date: ________________________________

Signature of organizer
The attached is the prescribed form for filing the 9.01 report required by the provisions of the Texas Non-Profit Corporation Act.

Commentary: Article 1396-9.01 of the Texas Non-Profit Corporation Act authorizes the secretary of state to require each non-profit corporation to file a report not more than once every four years. The report must be completed and filed with the Office of the Secretary of State to avoid involuntary dissolution of the Texas corporation or revocation of the certificate of authority of the foreign corporation.

All items must be completed.

- **File Number:** It is recommended that the file number assigned by the secretary of state be provided to facilitate processing of the document.

- **1—Corporation Name:** Provide the legal name of the corporation. Changes to the name of the corporation require an amendment to the certificate or registration of the corporation.

- **2—Jurisdiction:** Provide the state or territory under the laws of which the corporation is formed.

- **3—Registered Agent:** The registered agent can be either: (A) a domestic corporation or a foreign corporation that is registered to do business in Texas; or (B) an individual resident of the state. The corporation cannot act as its own registered agent; do not enter the corporation name as the name of the registered agent.

- **4—Registered Office Address:** The registered office address is the business office address of the corporation’s registered agent. The registered office must be located at a street address where service of process may be personally served on the corporation’s registered agent during normal business hours. The registered office must include the street or building address, including apartment or suite number, city, state, and zip code. A post office box is not sufficient as a registered office address unless the office is located in a city with a population of less than 5,000.

- **5—Principal Office Address:** If the corporation is a foreign corporation, the address of the principal office in the state or country under the laws of which it is incorporated and must include the street or building address, including apartment or suite number, city, state, zip code, and country.

Please note that a document on file with the secretary of state is a public record that is subject to public access and disclosure. When providing address information for a director, executive committee member, or officer, use a business or post office box address rather than a residence address if privacy concerns are an issue.

- **6—Directors:** A corporation is generally managed by a board of directors. However, a corporation that has members may be managed by its members or by a board of directors. A minimum of three directors is required. Provide the name and address of each member of the board of directors. If the space provided is insufficient, include the information as an attachment to this form for item 6.

- **7—Officers:** The officers of a corporation must consist of a president and a secretary and may also consist of one or more vice-presidents, a treasurer, and such other officers and assistant officers as may be deemed necessary. Provide the name, address, and title of each officer. Any two or more offices may be held by the same person, except the offices of president and secretary. If the space provided is insufficient, include the information as an attachment to this form for item 7.
Execution: An officer of the corporation must sign the 9.01 report. Prior to signing, please read the statements on this form carefully. A person commits an offense under Article 1396-9.03A of the Texas Non-Profit Corporation Act if the person signs a document that the person knows is false in any material respect with intent that the document be delivered on behalf of the corporation to the secretary of state for filing. The offense is a Class A misdemeanor.

Delivery Instructions: Mail the completed form, along with the required filing fee, to the mailing address shown in the header of the report form. If a document is to be delivered to the office in a manner other than through the U.S. Post Office, the envelope may be addressed or delivered to: Secretary of State, Reports Unit, 1019 Brazos, Suite 505, Austin, Texas 78701. Please make a copy of this report prior to mailing and retain for the corporation's records. Upon filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided for such purpose. If a document is transmitted by fax to the fax number shown on the report form, then a completed Payment Form must accompany the transmission (Form 807). The form is available from the secretary of state web site at: http://www.sos.state.tx.us/corp/forms.shtml.

Filing Fees: The filing fee for a 9.01 report for a corporation filed within thirty (30) days of the first notice is $5.00. If the corporation has forfeited its right to conduct affairs for failure to file the 9.01 report within thirty (30) days of the first notice, the fee is the original $5 plus a late fee of $1 per month or part of a month for one hundred twenty (120) days following the forfeiture, but not less than $5 nor more than $25. If the report is not filed within the one hundred twenty (120) day period, a domestic corporation will be involuntarily dissolved and a foreign corporation will have its certificate of authority revoked. The corporation may be relieved of the involuntary dissolution or revocation and reinstated by filing the 9.01 report and the applicable filing fee of $25.

Payment Instructions: Payment may be made by: (1) personal check or money order; (2) a valid VISA®, MasterCard®, or Discover® credit card; or (3) a LegalEase™ debit card. Checks submitted must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee (currently 2.7%) of the total fees incurred, when applicable. The convenience fee is assessed per credit card transaction.

Form 802
(Rev. 09/01/05)
Form 802  
(revised 09/05)  

Return in Duplicate to:  
Secretary of State  
P.O. Box 12028  
Austin, TX 78711-2028  
Phone: 512/475-2705  
FAX: 512/463-1423  
Dial: 7-1-1 for Relay Services  

Filing Fee: See Instructions  

This space reserved for filing office use.  

9.01 Report  
Pursuant to Article 1396-9.01,  
Texas Non-Profit Corporation Act  

File Number:  

1. The corporation name is:  

2. It is incorporated under the laws of: (set forth state or foreign country)  

3. The name of the registered agent is:  

☐ A. The registered agent is a corporation (cannot be corporation named above) by the name of:  

OR  

☐ B. The registered agent is an individual resident of the state whose name is:  

First Name  
MI  
Last Name  
Suffix  

4. The registered office address, which is identical to the business office address of the registered agent in Texas, is: (use street or building address; see Instructions)  

Street Address  
City  
State  
Zip Code  
TX  

5. If the corporation is a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is:  

Street or Mailing Address  
City  
State  
Zip Code  
Country  

6. The names and addresses of all directors of the corporation are: (A Texas corporation must have at least 3 directors.)  
(If additional space is needed, include the information as an attachment to this form for item 6.)  

First Name  
MI  
Last Name  
Suffix  

Street or Mailing Address  
City  
State  
Zip Code  
Country  

First Name  
MI  
Last Name  
Suffix  

Street or Mailing Address  
City  
State  
Zip Code  
Country  

First Name  
MI  
Last Name  
Suffix  

Street or Mailing Address  
City  
State  
Zip Code  
Country  

First Name  
MI  
Last Name  
Suffix  

Street or Mailing Address  
City  
State  
Zip Code  
Country
7. The names, addresses, and titles of all officers of the corporation are: (A Texas corporation must include a president and a secretary and the same person cannot hold both offices.)

(If additional space is needed, include the information as an attachment to this form for item 7.)

<table>
<thead>
<tr>
<th>First Name</th>
<th>Ml</th>
<th>Last Name</th>
<th>Suffix</th>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Street or Mailing Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Country</th>
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</tbody>
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<table>
<thead>
<tr>
<th>Officer Title</th>
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</thead>
<tbody>
<tr>
<td>First Name</td>
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<tr>
<td>Rushmore</td>
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<table>
<thead>
<tr>
<th>Officer Title</th>
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</thead>
<tbody>
<tr>
<td>First Name</td>
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<tr>
<td>Buzzworth</td>
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<table>
<thead>
<tr>
<th>Officer Title</th>
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</thead>
<tbody>
<tr>
<td>First Name</td>
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<tr>
<td>Stumpkin</td>
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**Execution:**

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

Date: ___________________________  Signature of authorized officer