

**RESTATED AND AMENDED CERTIFICATE OF FORMATION
OF
MEMORIAL DRIVE PRESBYTERIAN CHURCH
(A NONPROFIT CORPORATION)**

ARTICLE 1

Memorial Drive Presbyterian Church (the “Church”), a Texas nonprofit corporation subject to the Texas Business Organizations Code, Chapter 22 (the “Act”), has adopted this Restated and Amended Certificate of Formation. This Restated and Amended Certificate of Formation accurately copies the previous Articles of Incorporation and all prior amendments that are in effect to date and also includes further amendments described in Article 4.

**ARTICLE 2
PROCEDURE OF ADOPTION OF AMENDMENTS**

The Restated and Amended Certificate of Formation was adopted in the following manner:

At a duly noticed and called meeting of the Session of the Church held on _____, 20__, the Session, acting as the Board of Directors of the Church corporation, by at least a majority vote, adopted a resolution specifying the proposed amendments and this the Restated and Amended Certificate of Formation and directing that the amendments and this the Restated and Amended Certificate of Formation be submitted to a vote by the voting members of the Church. The Church’s members adopted the Restated and Amended Certificate of Formation at a meeting of the voting members on _____, 20__, by at least a two-thirds vote in compliance with the Act. The Church has no one else eligible to vote on these amendments.

**ARTICLE 3
RESTATED ARTICLES**

The Articles of Incorporation and all amendments and other changes to those articles of amendment are hereby superseded by the Restated and Amended Certificate of Formation set forth as Exhibit A, attached and incorporated herein for all purposes.

**ARTICLE 4
AMENDMENT OF CERTIFICATE OF FORMATION**

The Restated and Amended Certificate of Formation includes the following amendments:

All existing Articles of Incorporation were deleted and replaced with the provisions in the Restated and Amended Certificate of Formation attached as Exhibit A.

Each new amendment (i) has been made in accordance with the Texas Business Organizations Code, (ii) has been approved in the manner required by the Texas Business

Organizations Code and the Church's governing documents, and (iii) does not contain any other change other than omissions allowed by the Texas Business Organizations Code Section 3.059.

The undersigned affirms that the individual 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 to execute this filing instrument.

I am an authorized officer of the Church and I hereby execute this Restated and Amended Certificate of Formation on behalf of the Church on this _____ day of _____, 20__.

MEMORIAL DRIVE PRESBYTERIAN CHURCH

By: _____

Name: _____

Title: _____

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OF
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(A NONPROFIT CORPORATION)**

The Members adopted the following Restated and Amended Certificate of Formation of Memorial Drive Presbyterian Church (the “Church”) pursuant to the provisions of the Texas Business Organizations Code, Chapter 22 (the “Act”).

**ARTICLE 1
ENTITY NAME AND TYPE**

The Church is a nonprofit corporation under Chapter 22 of the Texas Business Organizations Code. The name of the Church is **Memorial Drive Presbyterian Church**.

**ARTICLE 2
DISSOLUTION**

Upon dissolution, all of the Church’s assets shall be distributed to an organization qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”), that serves similar purposes as the Church. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, exclusively for such purposes or to such organization or organizations (or to the federal government, or a state or local government, for a public purpose), as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 3
DURATION**

The Church shall continue in perpetuity.

**ARTICLE 4
PURPOSES**

The purposes for which the Church is organized are to perform religious, charitable and educational activities within the meaning of Section 501(c)(3) of the Code, and to do all things necessary and appropriate to carry out these purposes. Specifically, the Church shall be organized and operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code and (b) for religious purposes within the meaning of Section 501(c)(3) of the Code. The Church pledges that all its assets will be used exclusively for its exempt purposes.

ARTICLE 5
POWERS

Except as otherwise provided in this Certificate of Formation, the Church shall have all of the powers provided in the Act. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The Church may pay reasonable compensation to officers for services rendered to or for the Church in furtherance of one or more of its purposes set forth above.

ARTICLE 6
RESTRICTIONS AND REQUIREMENTS

The Church shall not pay dividends or other corporate income to its officers or otherwise accrue distributable profits or permit the realization of private gain. The Church shall have no power to take any action prohibited by the Act. The Church shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Code, the Treasury Regulations promulgated thereunder, and any related Internal Revenue Service (“IRS”) pronouncements. The Church shall have no power to take any action that would be inconsistent with the requirements for receiving charitable contributions which are tax deductible under Section 170(c)(2) of the Code, the Treasury Regulations promulgated thereunder, and any related IRS pronouncements. Regardless of any other provision in these Certificate of Formation or state law, the Church shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote any substantial part of its activities to attempting to influence legislation by propaganda or otherwise.
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 the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an “action organization” as defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements.
6. Distribute its assets on dissolution other than described herein.

EXHIBIT A

7. Permit any part of the net earnings of the Church to inure to the benefit of any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Church's primary, exempt purposes.

ARTICLE 7 **MEMBERS**

The Church shall have one or more classes of members. The number, qualifications, and relative rights of each class are outlined in the Church's Bylaws.

ARTICLE 8 **REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Church is 11612 Memorial Drive, Houston, TX 77024. The name of the registered agent at this office is David Steane. The Session may change the registered office and registered agent in its discretion.

ARTICLE 9 **MANAGEMENT VESTED IN THE SESSION**

The management of this Church is vested in the Session. The Session shall act as the board of directors as defined in the Act.

ARTICLE 10 **LIMITATION ON LIABILITY OF SESSION MEMBERS AND OFFICERS**

A Session member or officer is not liable to the Church for monetary damages for an act or omission in the Session member's or officer's capacity except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 11 **INDEMNIFICATION**

The Church may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer or other person related to the Church as provided by the provisions in the Act governing

EXHIBIT A

indemnification. As provided in the Bylaws, the Session shall have the power to define the requirements and limitations for the Church to indemnify officers or others related to the Church.

ARTICLE 12 **CONSTRUCTION**

All references in this Certificate of Formation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. This document becomes effective when the document is filed with the Texas Secretary of State.

ARTICLE 13 **MEMBERS OF THE SESSION**

The name and address of each current Elder serving on the Session are as follows:

Oliver Aldrich	Mary Lee Going	Andrew Miller
Owen Anglum	Judy Hamelers	Barbara Mueller
Bert Baker	Amy Harrington	David Nelson
Jerry Blurton	Dick Harris	Hobert Plunkett
David Bradley	Marsha Hartsell	Mario Porras
Courtney Cadwell	Jamie Haskins	Mike Reily
Robert Casteel	Julie Hempel	Malinn Saxe
Tom Caver	Grant Hixon	Amanda Seiler
Paul Cesak	Melanie Jaeger	Maureen Singleton
Betsy Chalmers	Wade Jones	Sandy Smith
Marty Chapman	Marcus Jonesi	Elizabeth Snelling
Miah Collins	John Kemper	Heather Tackett
Walt Denny	Nancy Kimmey	Harry Tallichet
Mark Dobbins	Drew Limbacher	Jennifer Vajdos
David Eyre	Michael McCormack	Kyle Wittenbraker
Bucky Farrow	Keith McNay	

The address for all Session members is 11612 Memorial Drive, Houston, TX 77024.

All future Session members will be elected in the manner described in the Bylaws.

ARTICLE 14 **ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of Session members, officers, congregation members, committee members, or other such persons entitled to vote whose vote would be necessary to take action at a meeting at which all such persons entitled

EXHIBIT A

to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the Session members, officers, congregation members, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Church within sixty (60) days after the date of the earliest dated consent delivered to the Church. Delivery must be made by hand, or by certified or registered mail, return receipt requested, by facsimile or by email. The delivery may be made to the Church's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Church's principal place of business, the consent must be addressed to the president or principal executive officer.

The Church will give prompt notice of the action taken to persons who do not sign consents but were eligible to vote on that matter. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed. A telegram, telex, cablegram, email, or similar transmission by a Session member, officer, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the Session member, officer, or committee member.

ARTICLE 15 **AMENDMENTS TO CERTIFICATE OF FORMATION**

The members of the congregation may amend the Certificate of Formation by at least a two-thirds vote at a duly noticed meeting at which a quorum is present, or in any manner authorized by the Texas Business Organization Code, Chapter 22.