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Corporations Section

**CERTIFICATE OF FORMATION OF
TOMBALL ROTARY FOUNDATION
A NONPROFIT CORPORATION**

This certificate of formation is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code.

Article I - Entity Name and Type

The name and type of filing entity being formed are: TOMBALL ROTARY FOUNDATION, a Texas nonprofit corporation (hereinafter "Corporation").

Article II - Purpose

The Corporation is organized for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and the Texas Tax Code, Section 11.18. In particular the Corporation shall conduct fund raising activities and use proceeds to fund scholarships for Tomball area applicants and make contributions to worthy charitable and humanitarian efforts.

Article III - Restrictions and Limitations

Notwithstanding the foregoing or anything to the contrary herein, the Corporation may not:

- A. Engage in any activity or take any action prohibited by the applicable provisions of the Texas Business Organizations Code.
- B. Pay any dividend or distribute any part of the income of the Corporation to its members, if any, directors, if any, or officers. However, the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with its purposes, provided such compensation and benefits are reasonable.
- C. Make loans to the Corporation's directors.
- D. Engage in any activities, except to an insubstantial degree, that are not in furtherance of the purpose or purposes of the Corporation.
- E. Conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations.

F. Serve any private interest except if clearly incidental to the public benefit provided by the Corporation.

G. Allow any of the Corporation's net earning to inure to the benefit of the members, if any of the Corporation, or any private individual.

H. Engage in more than an insubstantial degree in the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not directly or indirectly participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, except as allowed by Internal Revenue Code and its regulations.

I. Make distributions at such time and in such manner as to subject it to tax under Section 4942 of the Code.

J. Engage in any act of self-dealing which would be subject to tax under Section 4941 of the Code.

K. Retain any excess business holdings which would subject it to tax under Section 4943 of the Code.

L. Make any investments which would subject it to tax under Section 4944 of the Code.

M. Make any taxable expenditures which would subject it to tax under Section 4945 of the Code.

Article IV - Registered Office and Registered Agent

The initial registered agent is an individual resident of the state whose name is Susan L. Bulgawicz. The business address of the initial registered agent and the initial registered office is: 450 Gears, Suite 800, Houston, Texas 77067.

Article V - Organizer

The name and address of the organizer is:

<u>Name</u>	<u>Address</u>
Susan L. Bulgawicz	450 Gears, Suite 800, Houston, Texas 77067

Article VI - Governing Authority

Management of the affairs of the Corporation is to be vested in its board of directors. The number of initial directors shall be five (5). The number of directors shall be set by the bylaws of the Corporation as may be amended from time to time, provided that the number of directors may never be less than three. 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:

<u>Name</u>	<u>Address</u>
1. Camille Hamilton	6046 FM 1920, Suite 222, Spring, Texas 77379
2. Deborah Petty	14235 FM 2920, Tomball, Texas 77377
3. Frank Willingham	30555 Tomball Parkway, Tomball, Texas 77375
4. Susan Bulgawicz	450 Gears, Suite 800, Houston, Texas 77067

Article VII - Organizational Structure

The Corporation will not have members.

Article VIII - Indemnification

To the full extent permitted by the applicable provisions of Title 1, Chapter 8 of the Texas Business Organizations Code and other applicable law, the Corporation shall advance or reimburse expenses to and indemnify any present and former directors, officers, employees, and agents of the Corporation and persons serving or formerly serving at the request of the Corporation as directors, officers, partners, venturers, proprietors, trustees, employees, agents or similar functionaries of another foreign or domestic corporation, employee benefit plan, other enterprise or entity against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, any appeal in such action, suit or proceeding and any inquiry or investigation that could lead to such an action suit or proceeding, because the person is or was acting in one of the capacities set forth above.

Article IX - Distribution of Assets Upon Winding Up

After all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged, the property of the Corporation shall be applied and distributed in accordance with section 22.304, Texas Business Organizations Code.

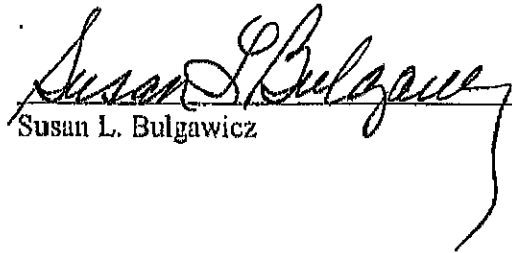
Article X - Effective Date of Filing

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

Article XI - 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 to execute the filing instrument.

Date: January 1, 2011


Susan L. Bulgawicz