

CERTIFICATE OF FORMATION

The undersigned natural person over the age of eighteen (18), acting as the organizer of a nonprofit corporation under the Texas Business Organizations Code, hereby adopts the following Certificate of Formation:

ARTICLE I

The name of the nonprofit corporation being formed is **Harper Community Chamber of Commerce**.

ARTICLE II

The type of filing entity being formed is a nonprofit corporation.

ARTICLE III

The nonprofit corporation is organized exclusively as a chamber of commerce within the meaning of section 501(c)(6) of the Internal Revenue Code.

ARTICLE IV

The period of its duration is perpetual.

ARTICLE V

The street address of the initial registered office of the nonprofit corporation is **23808 W. US 290, Harper, Texas 78631**, and the name of the initial registered agent of the nonprofit corporation at the registered office is **Jeanette Bode**.

ARTICLE VI

The name and address of the organizer is Gayle D. Schoessow, 105 W. San Antonio St., Fredericksburg, Texas 78624.

ARTICLE VII

The nonprofit corporation shall have members as set forth in the by-laws.

ARTICLE VIII

The management of the nonprofit corporation is vested in its board of directors. The initial board of directors will consist of seven (7) persons. The initial board of directors will consist of the following persons at the following addresses:

Kim Behrends, 23808 US Hwy. 290 W., Harper, Texas 78631

Jeanette Bode, 162 Bobbie Lynn, Harper, Texas 78631

Josh Bratcher, P.O. Box 444, Harper, Texas 78631

Florence Brown, P.O. Box 412, Harper, Texas 78631

Scott Hoffmann, 23932 US Hwy. 290 W., Harper, Texas 78631

Joan Lennon, 490 S. RR 783, Harper, Texas, 78631

Megan Walber, 379 Burr Oak Trail, Harper, Texas 78631

ARTICLE IX

1. Notwithstanding any other provision of this certificate of formation, the nonprofit corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes set forth in Article III hereof.

2. No part of the net earnings of the nonprofit corporation shall inure to the benefit of any private shareholder or individual except that the nonprofit corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes set forth in Article III hereof.

3. Notwithstanding any other provision of these articles, the nonprofit corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal taxation under section 501(c)(3) of the Internal Revenue Code, by an organization, the contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or by a nonprofit corporation organized under the Texas Business Organizations Code.


ARTICLE X

Upon dissolution of the nonprofit corporation, the assets of the nonprofit corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

The power to amend the bylaws and the certificate of formation of the nonprofit corporation is reserved exclusively to the directors of the nonprofit corporation.

IN WITNESS WHEREOF, I execute this certificate of formation on this 12th day of September, 2012.



Gayle D. Schoessow