

**RESTATED CERTIFICATE OF FORMATION WITH AMENDMENTS  
OF  
CHRIST EVANGELICAL PRESBYTERIAN CHURCH OF HOUSTON**

Pursuant to Sections 3.057 to 3.063 and Sections 22.105 to 22.108 of the Texas Business Organizations Code (the "TBOC"), Christ Evangelical Presbyterian Church of Houston, a Texas nonprofit Corporation (the "Corporation") hereby sets forth: (A) amendments to its original Articles of Incorporation and (B) Restated Certificate of Formation.

**I.**

The name of the Corporation is Christ Evangelical Presbyterian Church of Houston. The Corporation's file number issued by the Secretary of State of the State of Texas is 0118653301.

Each new amendment has been approved by the members and made in accordance with the provisions of the Texas Business Organizations Code. The amendments to the Articles of Incorporation and the Restated Certificate of Formation have been approved in the manner required by the TBOC and by the governing documents of the Corporation.

**II.**

The Restated Certificate includes changes to the original Articles of Incorporation set forth in the attached **Exhibit A** as follows:

1. Article Two is revised as follows: The Corporation is a nonprofit corporation pursuant to the Texas Nonprofit Corporation law under the TBOC.
2. Article Four is revised as follows: The purpose or purposes for which the Corporation is organized are:

(a) General Purposes

To establish, maintain and operate a non-profit religious Corporation within the Presbyterian Church in America, including but not limited to such charitable, benevolent, religious, eleemosynary, patriotic, civic, missionary, educational, scientific, social, fraternal, athletic, aesthetic, agricultural and horticultural purposes as are or may be necessary or incidental to the same.

(b) Ancillary Purposes

To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes set forth above and to do all other things incidental thereto or connected therewith which are not forbidden by the Texas Business Organizations Code, by law, by this Restated Certificate of Formation, or by the Book of Church Order of the Presbyterian Church in America, as same may be modified or amended from time to time (hereinafter referred to as the "Constitution"). All capitalized terms used but not defined herein shall have the same meaning assigned to such terms in the Constitution. The Corporation shall have all of the powers described in Tex. Bus. Orgs. Code § 2.101.

(c) Other Purposes and Limitations

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions hereafter in effect (the "Code"). The Corporation shall be operated exclusively for such purposes, and 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 such purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person. The Corporation pledges all of its assets for such purposes. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

3. Article Five is revised as follows: The management of the affairs of the Corporation shall be in accordance with, the provisions of the Constitution. The Session shall have the sole power and authority to adopt such other rules for the internal governance of the church as shall not be inconsistent with or in conflict with the Constitution; however, the members shall have the right to approve any amendments to the Certificate of Formation and Bylaws.
4. Article Six is revised as follows: The street address of the registered office of the Corporation is 8300 Katy Freeway, Houston, Texas 77024 and the name of its registered agent at such address is David DeBruler. The registered office and registered agent may be changed by the session.
5. Article Seven is revised as follows: Board of Directors as Session; Matters Concerning Session. The board of directors of the Corporation shall be known as the Session of the church. The Session shall consist of the Pastor(s) called by the church and all Ruling Elders on active service duly elected by the members of the church. The Session shall have all such power and authority as is granted such body in the Constitution. The members of the church shall have the sole authority, in accordance with and subject to the Constitution, to determine the number of members of the Session (which may be increased or decreased from time to time), the length of terms of members of the Session, and whether or not a system of rotation will be used for members of the Session.
6. Article Eight is added as follows: Membership in the Corporation shall be determined in accordance with the Constitution.

7. Article Nine is added as follows: Notwithstanding any other provision of this certificate, the Corporation shall not engage, participate or intervene in any activity or transaction which would result in the loss by the Corporation of its status as an organization exempt from Federal income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, and the use, directly or indirectly, of any part of the assets of the Corporation in any such activity or transaction is expressly prohibited.
8. Article Ten is added as follows: In the event of the dissolution of the Corporation, by lapse of time or otherwise, when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but upon such dissolution, the Board of Directors (hereafter referred to as the "Session"), after paying or making provision for the payment of all liabilities of the Corporation and obtaining approval of the members, shall transfer and set over such funds or property or rights thereto in such manner to such organization (or organizations) which shall at such time of dissolution and transfer qualify as an organization (or organizations) exempt from income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization (or organizations) described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, as the Sessions in accordance with approval of the members shall determine.
9. Article Eleven is added as follows:
  - A. A director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director, except that this Article Eleven does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:
    - (i) a breach of the director's duty of loyalty to the Corporation;
    - (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
    - (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
    - (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute.

- B. If the Texas Business Organizations Code or any other statute of the State of Texas hereafter is amended to authorize the further elimination or limitation of the liability of directors of the Corporation, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the statutes of the State of Texas, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the elimination and limitation on the liability of a director of the Corporation provided by the foregoing provisions of this Article Eleven.
- C. Any repeal of or amendment to this ARTICLE TWELVE shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or amendment.

**III.**

The Existing Articles of Incorporation are hereby superseded in their entirety by the Restated Certificate of Formation with Amendments attached hereto as **Exhibit A**, which accurately states the text of the Articles of Incorporation being restated and each amendment to the Articles of Incorporation being restated that is in effect, and as further amended by the Restated Certificate of Formation and such Restated Certificate of Formation contains no other change in any provision of the Articles of Incorporation, and which contains no other change in any provision thereof, other than omissions permitted under TBOC § 3.059(b).

This document becomes effective when it is filed by the Secretary of State of the State of Texas.

The undersigned affirms that the person designated as registered agent in the Restated Certificate of Formation 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 under the provisions of law governing the entity to execute the filed instrument.

Date: \_\_\_\_\_

Christ Evangelical Presbyterian Church of  
Houston

By: \_\_\_\_\_

Name: \_\_\_\_\_

**EXHIBIT A**

**RESTATED CERTIFICATE OF FORMATION OF  
CHRIST EVANGELICAL PRESBYTERIAN CHURCH OF HOUSTON**

**ARTICLE ONE**

The name of the Corporation is Christ Evangelical Presbyterian Church of Houston (the "Corporation").

**ARTICLE TWO**

The Corporation is a nonprofit Corporation organized pursuant to the Texas Nonprofit Corporation Law under the TBOC.

**ARTICLE THREE**

The period of the Corporation's duration is perpetual.

**ARTICLE FOUR**

The purpose or purposes for which the Corporation is organized are:

(a) General Purposes

To establish, maintain and operate a non-profit religious corporation within the Presbyterian Church in America, including but not limited to such charitable, benevolent, religious, eleemosynary, patriotic, civic, missionary, educational, scientific, social, fraternal, athletic, aesthetic, agricultural and horticultural purposes as are or may be necessary or incidental to the same.

(b) Ancillary Purposes:

To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes above set forth and to do all other things incidental thereto or connected therewith which are not forbidden by the Texas Business Organizations Code, by law, by this Restated Certificate of Formation, or by the Book of Church Order of the Presbyterian Church in America, as same may be modified or amended from time to time (hereinafter referred to as the "Constitution"). All capitalized terms used but not defined herein shall have the same meaning assigned to such terms in the Constitution. The Corporation shall have all of the powers described in Tex. Bus. Orgs. Code § 2.101.

(c) Other Purposes and Restrictions

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions hereafter in effect (the "Code"). The Corporation shall be operated exclusively for such purposes, and 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 such purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person. The Corporation pledges all of its assets for such purposes. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE FIVE**

The management of the affairs of the Corporation shall be in accordance with, the provisions of the Constitution. The Session shall have the sole power and authority to adopt such other rules for the internal governance of the church as shall not be inconsistent with or in conflict with the Constitution; however, the members shall have the right to approve any amendments to the Certificate of Formation and Bylaws.

**ARTICLE SIX**

The street address of the registered office of the Corporation is 8300 Katy Freeway, Houston, Texas 77024 and the name of its registered agent at such address is David DeBruler. The registered office and registered agent may be changed by the session.

**ARTICLE SEVEN**

Board of Directors as Session; Matters Concerning Session. The board of directors of the Corporation shall be known as the Session of the church. The Session shall consist of the Pastor(s) called by the church and all Ruling Elders on active service duly elected by the members of the church. The Session shall have all such power and authority as is granted such body in the Constitution. The members of the church shall have the sole authority, in accordance with and subject to the Constitution, to determine the number of members of the Session (which may be increased or decreased from time to time), the length of terms of members of the Session, and whether or not a system of rotation will be used for members of the Session.

**ARTICLE EIGHT**

Membership in the Corporation shall be determined in accordance with the Constitution.

## **ARTICLE NINE**

Notwithstanding any other provision of this certificate, the Corporation shall not engage, participate or intervene in any activity or transaction which would result in the loss by the Corporation of its status as an organization exempt from Federal income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, and the use, directly or indirectly, of any part of the assets of the Corporation in any such activity or transaction is expressly prohibited.

## **ARTICLE TEN**

In the event of the dissolution of the Corporation, by lapse of time or otherwise, when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but upon such dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, transfer and set over such funds or property or rights thereto in such manner to such organization (or organizations) which shall at such time of dissolution qualify as an organization (or organizations) exempt from Federal income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization (or organizations) described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, as the Board of Directors in its absolute discretion shall determine.

## **ARTICLE ELEVEN**

A. A director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director, except that this ARTICLE ELEVEN does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (i) a breach of the director's duty of loyalty to the Corporation;
- (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute.

B. If the Texas Business Organizations Code or any other statute of the State of Texas hereafter is amended to authorize the further elimination or limitation of the liability of directors of the Corporation, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the statutes of the State of Texas, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the elimination and limitation on the liability of a director of the Corporation provided by the foregoing provisions of this ARTICLE ELEVEN.

C. Any repeal of or amendment to this ARTICLE ELEVEN shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or amendment.

## **ARTICLE TWELVE**

This document becomes effective when the document is filed by the Secretary of State of the State of Texas.