

27-1433729

FILED
In the Office of the
Secretary of State of Texas
OCT 28 2009

CERTIFICATE OF FORMATION

Corporations Section

OF

KINGWOOD SERVICE ASSOCIATION PARKS FOUNDATION, INC.
(A Non-Profit Corporation)

I, the undersigned natural person of the age of eighteen (18) years or more acting as incorporator of a corporation under the Texas Business Organizations Code, hereby adopt the following Certificate of Formation for such corporation:

ARTICLE ONE

The name of the corporation being formed is KINGWOOD SERVICE ASSOCIATION PARKS FOUNDATION, INC.

ARTICLE TWO

The corporation being formed is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which this corporation is organized is to improve parks and provide recreational, athletic (including fostering amateur sports competition) and other opportunities for residents within the Kingwood, Texas area. The corporation may generate, preserve and enhance a sense of community through the creation and sponsorship of programs, activities and services to facilitate interaction, inclusiveness, involvement, community pride and responsibility, and the sharing of ideas, common interests and resources in order to enhance the lifestyle within and contribute to the betterment of the Kingwood community in Harris and

Montgomery County, Texas.

The corporation is organized exclusively for charitable, religious, educational and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation will not engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt for federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE FIVE

The street address of the initial registered office is 510 E. Main Street, Humble, Texas 77338, and the name of its initial registered agent at such address is Mark H. Achilles.

ARTICLE SIX

The management of the affairs of the corporation shall be vested in its Board of Directors. The number of directors constituting the initial Board of Directors is four (4) and the names and addresses of the persons who are to serve as Directors until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard P. McGucken	3414 Evergreen Glade Drive Kingwood, Texas 77339
Ray Anderson	2819 Golden Leaf Drive Kingwood, Texas 77339
Bob Rehak	3939 Glade Valley Kingwood, Texas 77339

Dee Price

5122 Sycamore Creek
Kingwood, Texas 77345

ARTICLE SEVEN

The non-profit corporation will have no members.

ARTICLE EIGHT

The corporation shall indemnify its Board of Directors and its former directors against any losses, damages, claims or liabilities to which they may become subject or which they may incur as a result of being or having been a director provided that such director (i) conducted himself in good faith, (ii) reasonably believed in the case of conduct in his official capacity as a director of the corporation that his conduct was in the corporation's best interest, (iii) reasonably believed in all other cases, that his conduct was at least not opposed to the corporation's best interest and (iv) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful, and the corporation shall advance to them or reimburse them for expenses incurred in connection therewith, to the maximum extent permitted by law.

ARTICLE NINE

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE TEN

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements for any political campaign) on behalf of any candidate for public office.

ARTICLE ELEVEN

Notwithstanding any other provisions of this Certificate of Formation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE TWELVE

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to organizations organized and operated exclusively for charitable, religious, educational and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE THIRTEEN

The name and street address of the organizer is:

<u>NAME</u>	<u>ADDRESS</u>
Mark H. Achilles	510 E. Main Street Humble, Texas 77338

ARTICLE FOURTEEN

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

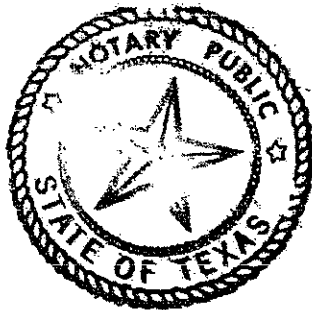
IN WITNESS WHEREOF, I have hereunto set my hand, this 23 day of October, 2009. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Mark H. Achilles
MARK H. ACHILLES

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, Terri Dacus, a Notary Public, do hereby certify that on this the 23 day of October, 2009, personally appeared before me Mark H. Achilles, who being by me first duly sworn, declared that he is the person who signed the foregoing document as organizer, and that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Terri Dacus
NOTARY PUBLIC in and for
STATE OF TEXAS
Terri Dacus
Printed or Typed Name of Notary
My Commission Expires: 11-14-09