

**CERTIFICATE OF FORMATION OF  
THE CENTER FOR CIVIC AND PUBLIC POLICY IMPROVEMENT**

I, the undersigned natural person, of the age of eighteen (18) years or more, acting as the organizer of a corporation under Chapter 3 of the Texas Business Organizations Code (as amended from time to time and together with any successor laws, the “BOC”), do hereby adopt the following Certificate of Formation for such corporation (the “Corporation”):

**ARTICLE ONE**

The name of the Corporation is The Center For Civic And Public Policy Improvement.

**ARTICLE TWO**

The Corporation is a nonprofit corporation.

**ARTICLE THREE**

The period of the Corporation’s duration is perpetual.

**ARTICLE FOUR**

The Corporation is formed exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and Texas Tax Code Section 11.18(c). To the extent that these foregoing purposes allow, the Corporation will seek to promote the advancement of economic opportunities, human rights, and civic improvement and shall perform such other functions as may be necessary or appropriate to fulfill the purposes of the Corporation. The areas in which the Corporation will operate may include but are not limited to housing, criminal justice, education, health care, human services, immigrant issues, and the alleviation of poverty.

The broadest discretion is vested in and conferred upon the Board of Directors for the accomplishment of these purposes, provided, however, that no contributions shall be made or distributed to or for any person, firm, corporation, or other entity that shall apply, directly or indirectly, such contributed funds for any purpose or purposes in violation of the Constitution and statutes of the United States or the state of Texas.

**ARTICLE FIVE**

The street address of the Corporation’s initial registered office is 4888 Loop Central Drive #445, Houston, Texas 77081, and the name of its initial registered agent at such address is John Green.

**ARTICLE SIX**

The number of directors constituting the entire Board of Directors shall never be less than three (3). The number of directors constituting the initial Board of Directors of the Corporation

is four (4) and the names and addresses of the persons who are to serve as the initial directors are:

| <u>Name</u>         | <u>Address</u>                              |
|---------------------|---|
| Janice Ford Griffin | 1701 Hermann Dr. #2103<br>Houston, TX 77004 |
| Anthony Haley       | 1305 Kenwood Avenue<br>Austin, Texas 78704  |
| Randall Ellis       | 401 Teetshorn St<br>Houston, TX 77009-7531  |
| Sylvia Brooks       | 3861 Wichita St.<br>Houston, TX 77004       |

Thereafter, the number of directors of the Corporation shall be fixed in accordance with the Corporation's Bylaws (the "Bylaws").

#### **ARTICLE SEVEN**

The name and street address of the organizer is Anthony Haley, 1305 Kenwood Avenue, Austin, Texas 78704.

#### **ARTICLE EIGHT**

Regardless of any other provisions of this Certificate of Formation or the laws of the State of Texas, the Corporation shall not:

- (1) permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation affecting one or more of its purposes);
- (2) devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; or
- (3) participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

#### **ARTICLE NINE**

The Corporation shall have no members.

## **ARTICLE TEN**

Pursuant to section 22.304(a) of the BOC, 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 as follows:

- (1) property held by the Corporation on a condition requiring return, transfer, or conveyance because of the winding up or termination shall be returned, transferred, or conveyed in accordance with that requirement; and
- (2) the remaining properties of the Corporation shall be distributed to an organization selected by majority vote of the Board of Directors, provided that such organization is at the time of such distribution an organization described in section 501(c)(3) of the Code. The amount of any distribution made under this ARTICLE TEN shall be determined by the Board of Directors.

## **ARTICLE ELEVEN**

A director of the Corporation shall not be liable to the Corporation for monetary damages for any 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 for:

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

If it is determined that the law of the State of Texas (including without limitation the BOC) authorizes, or if such law is amended to authorize, action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited by this ARTICLE ELEVEN (without the need of any formal amendment), to the fullest extent permitted by such statutes as so amended. Any repeal or amendment of such statutes or of the foregoing paragraph shall be prospective only and shall not adversely affect any right of protection of a director of the Corporation existing at the time of such repeal or modification.

## **ARTICLE TWELVE**

The Corporation 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 a

director or other person related to the Corporation, to the extent provided by Chapter 8 of the BOC. The Board of Directors shall have the power in the Bylaws to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

**ARTICLE THIRTEEN**

With respect to any action (i) which is required by the BOC to be taken at a meeting of the Board of Directors or (ii) which may be taken at a meeting of the Board of Directors or any committee established by the Board of Directors, such action may be taken without any such meeting if a written consent setting forth the action to be taken is signed by a sufficient number of members of the Board of Directors or committee thereof as would be necessary to take the action at a meeting at which all, and not just a quorum, of the members of the Board of Directors or members of the committee were present and voted.

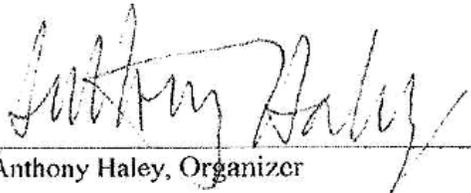
**ARTICLE FOURTEEN**

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

**ARTICLE FIFTEEN**

This Certificate of Formation may be amended by majority vote of the Board of Directors at any annual, regular or special meeting, provided that the notice for any special meeting of the Board of Directors at which amendments to this Certificate of Formation will be considered includes a description of the amendments to be considered.

IN WITNESS WHEREOF, I have hereunto set out my hand this 8<sup>th</sup> day of May, 2012.

  
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Anthony Haley, Organizer