

CERTIFICATE OF FORMATION
OF
LAKE TRAVIS CITIZENS COUNCIL

We, the undersigned natural persons over the age of eighteen (18), acting as incorporators of a nonprofit corporation under the Texas Business Organizations Code (the “Code”), adopt the following Certificate of Formation for such corporation:

Article I
NAME

The name of the corporation shall be “Lake Travis Citizens Council” (hereafter “the Corporation”).

Article II
DURATION

The period of the Corporation’s duration is perpetual.

Article III
PRINCIPAL OFFICE

The principal office of the Corporation is to be located in the City of Lakeway, Travis County, Texas.

Article IV
NONPROFIT CORPORATION

The Corporation is a nonprofit corporation and shall have all of the rights, powers, privileges, duties, authorizations and responsibilities as provided in the Code, as that law is now in effect or may at any time be amended, as well as all implied powers necessary and proper to carry out its express powers. Notwithstanding the powers granted to the Corporation, it is expressly provided that the grant of the rights, powers, privileges and authority by any provision of this Certificate of Formation or by any statute relating thereto shall not be effective if and to the extent that the grant of such rights, powers, privileges and authority, if effective, would cause the Corporation to fail to qualify as an organization described in section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent federal tax law or laws (the “Internal Revenue Code”). The Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in section 501(c)(4) of the Internal Revenue Code.

Article V
PURPOSES

The Corporation is organized and shall operate exclusively for the purposes of promoting the social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code, including, for such purposes, the mission of the Corporation to make life better for the citizens, businesses, and communities in the Lake Travis area by (a) identifying and analyzing issues that affect our

communities; (b) championing issues and causes we believe in by educating and mobilizing citizens and collaborating with businesses, community, and government; and (c) providing funding and non-monetary resources to foster positive impacts in our communities.

Article VI
BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be the governing body of the Corporation. The management of the affairs of the Corporation shall be vested in the Board of Directors of the Corporation. The number of directors shall be fixed in the manner provided in the Bylaws of the Corporation. The number of directors may be changed from time to time in the manner provided by the Bylaws of the Corporation, but in no event shall there be less than three (3) directors. The number of directors constituting the initial Board of Directors is three (3) and their names and addresses where they may be contacted are as follows:

<u>Name</u>	<u>Address</u>
Amy Castos	1005 Congress Avenue, Suite 350 Austin, TX 78701
Jason Crabtree	1005 Congress Avenue, Suite 350 Austin, TX 78701
Scott Yeldell	1005 Congress Avenue, Suite 350 Austin, TX 78701

Article VII
MEMBERSHIP

The Corporation shall not have members.

Article VIII
RESTRICTIONS

The Corporation may not pay dividends or other corporate income to its directors or officers, private individuals, or otherwise accrue distributable profits, or permit the realization of private gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article V. The Corporation shall reimburse reasonable expenses only pursuant to an “accountable plan” under 26 CFR § 1.62-2(c)(2).

Article IX
LIMITATION OF LIABILITY

To the fullest extent permitted by Texas law, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any act or omission in the director’s capacity as a

director, except that this Article IX does not eliminate or limit the liability of a director to the extent the director is found liable for:

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

The foregoing elimination of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of this Certificate of Formation or the Bylaws of the Corporation, contract or agreement, vote of the Board of Directors, principle of law or otherwise. Any repeal or amendment of this Article IX shall be prospective only, and shall not adversely affect any limitation on the personal liability or alleged liability of a director of the Corporation existing at the time of such repeal or amendment.

In addition to the foregoing provisions, if the Code is amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the full extent permitted by the Code, as so amended. Any repeal or modification of those provisions of the Code that concern the limitation of director liability shall not be construed to affect adversely any right or protection of a director of the Corporation existing at the time of such repeal or modification unless such adverse construction is required by law.

Article X
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1005 Congress Avenue, Suite 350, Austin, Texas 78701, and the name of its initial registered agent at such address is an organization by the name of Gober Hilgers PLLC.

Article XI
DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation and in a manner consistent with the Corporation's mission and purposes, dispose of the remaining assets of the Corporation exclusively for the authorized and lawful purposes of the Corporation. In no event, however, shall such distribution (i) inure to any person who has a personal and private interest in the activities of the Corporation, or (ii) be made that would cause the Corporation to fail to qualify as an organization described in section 501(c)(4) of the Internal Revenue Code.

Article XII
ORGANIZER

The name and address of the organizer is:

Name

Address

Chris K. Gober

1005 Congress Avenue, Suite 350
Austin, TX 78701

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Formation as of October 23, 2014.



Chris K. Gober