

RESTATED AND AMENDED CERTIFICATE OF FORMATION

OF

CHAMPION FOREST BAPTIST CHURCH

The Members adopt the following Restated and Amended Certificate of Formation of **CHAMPION FOREST BAPTIST CHURCH**, (referred to as the “Church”) under Chapter 22 of the Texas Business Organizations Code (the “Act”):

ARTICLE 1

ENTITY NAME AND TYPE

The filing entity is a nonprofit corporation. The name of the Church is **CHAMPION FOREST BAPTIST CHURCH**.

ARTICLE 2

DISSOLUTION

Upon dissolution, all Church assets shall be distributed to an organization qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”), that serves similar purposes as the Church.

ARTICLE 3

DURATION

The Church shall continue in perpetuity.

ARTICLE 4

PURPOSES

The primary and unchangeable purpose of the Church is to be a church of Jesus Christ as defined in the Holy Bible. Within the unchangeable Biblical mandates for a church, the purposes for which the Church is organized are to perform religious, educational and charitable activities within the meaning of Section 501(c)(3) of the Code. Specifically, the Church shall be organized and operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code; (b) for religious purposes within the meaning of Section 501(c)(3) of the Code; and (c) to support public worship according to the articles of faith as outlined in the Baptist Faith and Message (2000) adopted by the Southern Baptist Convention and by adhering to the faith and traditions of the people called Baptists. The Church pledges that all its assets will be used exclusively for its exempt purposes.

ARTICLE 5

POWERS

Except as otherwise provided in this Certificate of Formation, the Church shall have all of the powers provided in the Act. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The Church may pay reasonable compensation to officers for services rendered to or for the Church in furtherance of one or more of its purposes set forth above.

ARTICLE 6

RESTRICTIONS AND REQUIREMENTS

The Church shall not pay dividends or other corporate income to its officers or otherwise accrue distributable profits or permit the realization of private gain. The Church shall have no power to take any action prohibited by the Act. The Church shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Church shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in this Certificate of Formation or state law, the Church shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote any substantial part of its activities to attempting to influence legislation by propaganda or otherwise.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than described herein.
7. Permit any part of the net earnings of the Church to inure to the benefit of any private individual.

8. Carry on an unrelated trade or business except as a secondary purpose related to the Church's primary, exempt, purposes.

ARTICLE 7

MEMBERS

The Church shall have Members with rights defined in the bylaws.

ARTICLE 8

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Church is 15555 Stuebner-Airline Road, Houston, Texas 77069. The name of the registered agent at this office is Dr. David Fleming. The Members may change the registered office and registered agent in its discretion.

ARTICLE 9

MANAGEMENT

As authorized by Section 22.202(a) of the Act, the management of this Church is vested in the Members, as defined in the bylaws.

ARTICLE 10

LIMITATION ON LIABILITY

A Member, officer, committee member or volunteer is not liable to the Church for monetary damages for an act or omission in their corporate capacity except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 11

INDEMNIFICATION

The Church 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 an officer or other person related to the Church as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the Budget and Finance Committee shall have the power to define the requirements and limitations for the Church to indemnify officers or others related to the Church.

ARTICLE 12

CONSTRUCTION

All references in this Certificate of Formation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. This document becomes effective when the document is filed with the Texas Secretary of State.

ARTICLE 13

ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of members, officers, committee members, or other such persons entitled to vote as though they were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the Members, officers, committee members, or other such persons entitled to vote is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Church within 60 days after the date of the earliest dated consent delivered to the Church. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Church's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Church's principal place of business, the consent must be addressed to the president or principal executive officer.

The Church will give prompt notice of the action taken to persons who did not sign consents but were eligible to vote on that matter. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, email, or similar transmission by a Member, officer, committee member, or other such person entitled to vote, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the Member, officer, committee member, or other such person entitled to vote.