

Restated Certificate of Formation of Gracywoods Neighborhood Association, Inc.

Restated Articles of Incorporation

Adopted at regular membership meeting _____, 2010

We, the undersigned natural persons of the age of eighteen (18) years or more, all of whom are citizens of the State of Texas, acting on behalf of a corporation under the Texas Non-Profit Corporation Act, adopt the following Articles of Incorporation for Gracywoods Neighborhood Association, Inc.

Article I: Corporate Name

The name of the corporation shall be Gracywoods Neighborhood Association, Inc. (hereafter referred to as the "Corporation").

Article II: NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

Article III: Duration

The period of this Corporation is perpetual.

Article IV: Registered Agent

The principal office and registered agent of the Corporation shall reside within the defined boundaries of the Corporation within the City of Austin, Travis County, Texas.

The street address of the initial registered office of the Corporation is 1108 Gemini Dr. Austin, Texas, 78758, and the name of its initial registered agent at such address is Francoise Luca.

Article V: Purpose

The Corporation is organized pursuant to the Texas Non-Profit Corporation Act (hereafter referred to as the "Non-Profit Act"). The purposes for which the Corporation is organized are exclusively charitable within the meaning of the Internal Revenue Code (hereafter referred to as the "Code") Chapter 26, Section 501(c)(3), and the Texas Tax Code, Section 11.18, and consistent with the following:

The purpose or purposes for which the Corporation is organized is to preserve and improve the character of the Gracywoods Neighborhood in the City of Austin, Travis County, Texas. The purposes for which this Corporation is formed are exclusively charitable, educational and scientific and consist of the following:

- (a) To foster community-wide interest, concern and education so that crime, environmental degradation and prejudice may be lessened or eliminated;
- (b) To expand opportunities and information available to residents and community members of said neighborhood to access safe and decent housing, to expand educational and economic opportunities, to develop successful business enterprises, and to obtain and access support from other community and governmental agencies;

(c) To aid, support and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for the charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and

(d) To conduct any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and whether alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or government bureaus, departments or agencies.

Article VI: Restrictions and Requirements

Notwithstanding any other statements to the contrary, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes set forth in these Articles. The Corporation may not take action prohibited by the Non-Profit Act.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, if any, or other private persons, 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 the purposes set forth in these Articles. The Corporation shall have no power to take any action prohibited by the Non-Profit Act.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under section 501(c)(3) of the Code and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under section 170(c)(2) of the Code and related regulations, rulings, and procedures.

Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

- (a) 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 Code and related regulations, rulings, and procedures, except to an insubstantial degree;
- (b) Serve a private interest other than one that is clearly incidental to an overriding interest;
- (c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Code and related regulations, rulings, and procedures;
- (d) Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, such prohibited activities including the publishing or distributing of statements and any other direct or indirect campaign activities;
- (e) Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder of the Corporation or any private individual;
- (f) Carry on an unrelated trade or business, except as a secondary purpose related to the Corporation's primary, exempt purpose;

- (g) Distribute its assets on dissolution other than for one or more exempt purposes; or
- (h) Have objectives characterizing it as an “action organization” as defined by the Code and related regulations, rulings and procedures.

Article VII: Managing Body of Corporation

The management of the Corporation is vested solely in its Membership in accordance with the By-Laws. The Membership shall elect Officers that shall have authority to operate the Corporation on behalf of and in the interest of the Membership and in accordance with the By-Laws and these Articles.

Article VIII: Bylaws

The Bylaws of the Corporation shall govern the manner by which the Corporation shall be managed. The Bylaws shall provide the qualifications, manner of selection, duties, terms, and other matters relating to the elected Officers and the management of the Corporation. The Membership shall adopt the initial Bylaws and is vested with the power to alter, amend, or repeal the Bylaws or adopt new Bylaws.

Article IX: Limitation on Liability of Managing Body

No Officer shall be liable to the Corporation or members, the State of Texas or any member of the public for monetary damages for an act or omission in their official capacity on behalf of the Corporation except as otherwise provided by Texas law. No Officer shall be liable to the Corporation or members for monetary damages for any act or omission in their official capacity on behalf of the Corporation except that this Article does not eliminate or limit the liability to the extent the Officer is found liable for:

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

If the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act is amended after the date of the adoption of these Articles to authorize action further eliminating or limiting the personal liability of Officers, then the liability of an Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or modification of the foregoing paragraph shall not adversely affect any right of protection of an Officer of the Corporation existing at the time of such repeal or modification.

Article X: Indemnification

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 an Officer or other person related to the Corporation as provided by the provisions of the Non-Profit Act governing indemnification. The Membership may define in the By-Laws the requirements and limitations for the Corporation to indemnify Officers or others related to the Corporation.

Article XI: Amendments to Articles of Incorporation

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Membership present at a duly called meeting of the Corporation at which a quorum is present and the notice for which has been provided at least thirty (30) days prior to the meeting accompanied by the text of the proposed amendment or amendments.

Article XII: Dissolution

Only the Membership may dissolve the Corporation. This Corporation may be dissolved by a three-fourths (3/4) vote of the Membership present at a duly called meeting of the Corporation at which a quorum is present and the notice for which has been provided at least 30 days prior to the meeting accompanied by the text of the resolution to dissolve.

Upon the dissolution of the Corporation, assets remaining after payment of all debts and liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the office is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized exclusively for such purposes.

Article XIII: Powers

Except as these Articles of Incorporation otherwise provide, the Corporation has all powers provided in the Texas Non-Profit Corporation Act. Moreover, the Corporation and its Officers have all implied powers necessary and proper to carry out its express powers.

Article XIV: Construction

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.