

FILED
In the Office of the
Secretary of State of Texas

MAY 01 2020

Corporations Section

CERTIFICATE OF FORMATION

OF

BREAD FOR THE HUNGRY

The undersigned natural person, with the legal ability to form a contract, acting as organizer of a corporation under the Texas Business Organizations Code, adopts the following Certificate of Formation.

ARTICLE ONE

NAME

The name of the corporation is **Bread for the Hungry** (the "Corporation").

ARTICLE TWO

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

MEMBERSHIP

The Corporation will not have members. Management of the corporation will not be vested in the members but will instead be managed by its Board of Directors.

ARTICLE FIVE

PURPOSES

- (1) The Corporation is organized pursuant to the Texas Business Organizations Code.
- (2) The purposes for which the Corporation is organized are exclusively charitable within the meaning of the Internal Revenue Service Code, Section 501(c)(3), and the Texas Tax Code, Section 11.18. In particular, the Corporation is dedicated to: sourcing and distributing a steady supply of staple foods to needy communities and the hungry.

ARTICLE SIX
RESTRICTIONS AND REQUIREMENTS

(1) 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 this Certificate. The Corporation may not take any action prohibited by the Texas Business Organizations Code.

(2) **No Private Inurement:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation may not pay dividends or other corporate income to its directors or officers, 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 any director of the Corporation, officer of the Corporation, or any private individual, (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) **501(c)(3) Limitations:** Notwithstanding any other provision of this Certificate of Formation, the Corporation may not take action that would be inconsistent with the requirements for tax exemption under the Internal Revenue Code, Section 501(c)(3), and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under the Internal Revenue Code, Section 170(c)(2), and related regulations, rulings, and procedures. Regardless of any other provision in the Certificate of Formation or state law, the Corporation may not:

- a. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree;
- b. Serve a private interest other than one clearly incidental to an overriding public 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 Internal Revenue Code and related regulations, rulings, and procedures;
- d. Participate in or intervene in (including publishing or distributing statements and any other direct or indirect campaign activities) any political campaign on behalf of any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities;
- e. Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures;

f. Distribute its assets on dissolution other than for one or more exempt purposes.

(4) **Private Foundation:** In addition, in the event that, this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1954, the Corporation shall distribute its income at such times and in such manners as to avoid tax for undistributed income under Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not:

- a. Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws;
- b. Retain excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws;
- c. Make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws;
- d. Make any taxable expenditures as defined in section 4945(e) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(5) **Termination:** Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute all the remaining assets of the Corporation only for tax-exempt purposes to such eligible organization or organizations (as hereinafter defined) as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such eligible organization or organizations as said court shall determine. For purposes of this article, "eligible organization or organizations" refers to any organization or organizations that are tax-exempt under Section 501(c)(3), Internal Revenue Code, or described by Section 170(c)(1) or (2), Internal Revenue Code, as the board of directors shall determine.

ARTICLE SEVEN

POWERS

Except as this Certificate otherwise provides, the Corporation has all the powers provided in the Texas Business Organizations Code. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes. All amendments and changes to this Certificate must be approved by *at least two-thirds of the directors* present at a meeting where a quorum is present. A quorum is met when *two-thirds* of eligible voting directors are present.

ARTICLE EIGHT
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 401 VZCR 3428, Wills Point, TX 75169 and the name of its initial registered agent at such address is Travis Autery.

ARTICLE NINE
BOARD OF DIRECTORS

The management of the corporation is vested in its Board of Directors and such committees of the board that the board may, from time-to-time, establish. The by-laws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. The initial board will consist of 3 persons. The initial board will consist of the following persons at the following addresses:

<u>NAME</u>	<u>ADDRESS</u>
A. Travis Autery	401 VZCR 3428 Wills Point, TX 75169
B. Rachel Williams	134 Spruce Trail Gun Barrel City, 75156
C. Brant Stovall	601 Elm Hill Blvd Burleson, TX 76028

The number of directors may be increased or decreased by adopting or amending the bylaws. The number of directors may not be decreased to fewer than 3.

ARTICLE TEN
LIMITATION OF LIABILITY OF DIRECTORS

A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as director except as otherwise provided by a Texas statute.

ARTICLE ELEVEN
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 a director or other person related to the Corporation as provided by the provisions of the Code governing indemnification. As the bylaws of the Corporation provide, the Board may define the requirements and limitations for the Corporation to indemnify directors, officers, of others

related to the Corporation.

ARTICLE TWELVE
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.

ARTICLE THIRTEEN
ACTION WITHOUT MEETING OF DIRECTORS OR COMMITTEE

An action that is required or is permitted to be taken at a meeting of the Corporation's directors or a committee may be taken without a meeting if a written consent, stating the action to be taken, is signed and dated by the number of directors or committee members necessary to take that action at a meeting at which all of the directors or committee members are present and voting.

ARTICLE FOURTEEN
ORGANIZER

The name and street address of the organizer of the Corporation is:

Mr. Benjamin A. Stolz, Esq.
8150 N. Central Expressway
Suite 1675
Dallas, Texas 75206

The undersigned affirms that the person designated as registered agent in the Certificate of Formation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

The undersigned also hereby disclaims any past or future interest in or control of the Corporation and resigns as Organizer effective upon the formation of the Corporation.

IN WITNESS WHEREOF, I execute this Certificate of Formation on this the 24th of April 2020.



Benjamin A. Stolz, Esq.