

**CERTIFICATE OF FORMATION**

**OF**

**WEST ORANGE-COVE CISD EDUCATION FOUNDATION, INC.**

ARTICLE ONE

The name of the Corporation is **West Orange-Cove CISD Education Foundation, Inc.** ("Corporation").

ARTICLE TWO

The Corporation is a **nonprofit** Corporation organized pursuant to Chapter 22 of the Texas Business Organizations Code.

ARTICLE THREE

The period of duration is **perpetual**.

ARTICLE FOUR

Said Corporation is organized exclusively for educational and scientific purposes, specifically for such purposes the making of distributions to or for the benefit of West Orange-Cove Consolidated Independent School District (the "School District"), a public school district located and with primary offices in Orange, Orange County, Texas, an organization that qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). These distributions will be made to provide assistance for selected activities and programs undertaken by the District or by its students, faculty or staff under the auspices and direction of the District.

ARTICLE FIVE

The street address of its initial registered office is **108 North 7<sup>th</sup> Street, Orange, Texas,**

77630, and the name of its initial registered agent as such address is **George Barron**.

#### ARTICLE SIX

The number of Directors constituting the initial Board of Directors is **three (3)**, and the names and addresses of the persons who are to serve as initial Directors are:

1.

Orange, Texas 77630

2.

Orange, Texas 77630

3.

Orange, Texas 77630

The number of Directors may be changed in the manner provided in the Bylaws of the Corporation.

#### ARTICLE SEVEN

The name and address of each incorporator is:

1.

Orange, Texas 77630

2.

Orange, Texas 77630

3.

Orange, Texas 77630

#### ARTICLE EIGHT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable

to, its members, trustees, officers, 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 Article Four hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office. Notwithstanding the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE NINE

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be

disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE TEN

The Corporation shall have no members.

ADOPTED effective as of the day this Certificate of Formation is filed with and accepted by the Texas Secretary of State and a Certificate of Formation is issued by or for such officer.

BY: \_\_\_\_\_

BY: \_\_\_\_\_

BY: \_\_\_\_\_

STATE OF TEXAS ‘

COUNTY OF ORANGE ‘

The foregoing instrument was acknowledged before me by \_\_\_\_\_ on the  
day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
NOTARY PUBLIC, STATE OF TEXAS

STATE OF TEXAS ‘

COUNTY OF ORANGE ‘

The foregoing instrument was acknowledged before me by \_\_\_\_\_ on the  
day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
NOTARY PUBLIC, STATE OF TEXAS

STATE OF TEXAS ‘

COUNTY OF ORANGE ‘

The foregoing instrument was acknowledged before me by \_\_\_\_\_ on the  
day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
NOTARY PUBLIC, STATE OF TEXAS