

**RESTATED
CERTIFICATE OF FORMATION
OF
FIRST PRESBYTERIAN CHURCH OF HOUSTON**

January 31, 2017

In accordance with the applicable provisions of the Texas Business Organizations Code, as amended from time to time (the “TBOC”), First Presbyterian Church of Houston, a Texas non-profit corporation (the “Corporation”) hereby adopts this Amended and Restated Certificate of Formation (the “Restated Certificate”) to replace the original charter of the Corporation, as previously modified, restated, amended, and corrected (collectively, the “Current Certificate”).

The Corporation was originally formed under the laws of the State of Texas by the filing of the charter with the Texas Secretary of State on January 4, 1887. Pursuant to the applicable provisions of the TBOC, the members of the Corporation have approved the adoption of this Restated Certificate to replace the Corporation’s Current Certificate in its entirety.

Each amendment to the Current Certificate has been made in accordance with the provisions of the TBOC and has been approved in the manner required by the TBOC and by the governing documents of the Corporation. The Restated Certificate accurately states the text of the Current Certificate being restated and each amendment to the Current Certificate that is in effect, as further amended by the Restated Certificate. The Restated Certificate does not contain any other change in the Current Certificate except for the information permitted to be omitted by the provisions of the TBOC applicable to the Corporation.

This Restated Certificate shall be effective when the document is filed with the Secretary of State of the State of Texas. Upon the issuance of the Restated Certificate by the Texas Secretary of State, the Current Certificate shall be superseded and the Restated Certificate, as the same may be further amended from time to time, shall be deemed to be the Corporation’s certificate of formation.

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**ARTICLE I
NAME**

The name of the corporation is the First Presbyterian Church of Houston (the "Corporation").

**ARTICLE II
NON-PROFIT CORPORATION**

The Corporation is a non-profit corporation and shall have all of the rights, powers, privileges, duties, authorizations and responsibilities that may be exercised by a non-profit corporation under the Texas Business Organizations Code or any successor statute, as same may be amended from time to time (the "TBOC"), as well as all implied powers necessary and proper to carry out its express powers. However, notwithstanding any other provision of this Restated Certificate of Formation (the "Restated Certificate"), the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding section of any future federal tax code, as amended from time to time (the "Code").

**ARTICLE III
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
PURPOSES**

The Corporation is organized exclusively for religious, charitable, scientific, educational and literary purposes within the meaning of Section 501(c)(3) of the Code and for any lawful purpose or purposes not expressly prohibited under chapters 2 or 22 of the TBOC. The purposes for which the Corporation is formed are to maintain a place or places of public worship and such other religious, benevolent, charitable, and educational activities as may be appropriate to the witness of the Lordship of Jesus Christ. The Corporation shall have all power and authority that may be exercised by a non-profit corporation under the TBOC, except as restricted herein.

Notwithstanding any other provision of this Restated Certificate, the Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption or for receiving tax-deductible charitable contributions under Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2), respectively, of the Code. Regardless of any other provision in this Certificate or the laws of the State of Texas:

- A. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, a member of the Session or the Corporate Trustees, other trustees, officers, members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- B. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign or public election on behalf of, or in opposition to, any candidate for public office, except as permitted under the Code.
- C. The Corporation shall not pay dividends or other corporate income to a member of the Session or the Corporate Trustees, other trustees, or officers (except that reasonable compensation may be paid for personal services rendered to or for the corporation affecting one or more of its purposes) or otherwise accrue distributable profits or permit the realization of private gain.
- D. The Corporation shall not take any action prohibited by the TBOC.

The Corporation shall not engage, participate or intervene in any activity or transaction which would result in the loss by the Corporation of its status as an exempt organization under Code Section 501(c)(3); and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

ARTICLE V REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 206 E. 9th Street, Suite 1300, Austin, Texas 78701-4411, and the name of its registered agent at such address is Capitol Corporate Services.

ARTICLE VI MEMBERS OF THE CORPORATION

The Corporation shall have members, who shall be all of the members listed on the active rolls of the local congregation of the First Presbyterian Church of Houston, as assessed and modified from time to time.

ARTICLE VII SESSION

The Session shall be the governing body of the Corporation. The management of the affairs of the Corporation shall be vested in the Session. The activities and affairs of the Corporation shall be managed by the Session, which may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute and the Bylaws of the Corporation. The Session shall also carry out the ecclesiastical purposes of the Corporation.

The Session shall consist of those persons identified in the Bylaws of the Corporation and shall be elected in accordance with those Bylaws.

ARTICLE VIII BOARD OF TRUSTEES

The Board of Trustees of the Corporation (“Corporate Trustees”) shall have the rights and obligations delegated to it by the Session. The number of trustees may be increased or decreased, from time to time in accordance with the Bylaws, but in no event shall there be fewer than three (3) Corporate Trustees. At a minimum, the Clerk of each Class of the Session as those terms are defined in the Bylaws of the Corporation will serve as Corporate Trustees. The Corporate Trustees shall continue to serve until successor Clerks are duly elected and qualified in the manner provided in the Bylaws of the Corporation. The names and addresses of the persons currently serving as Corporate Trustees are as follows:

Trustee #1: Bill Gutermuth
First Presbyterian Church
5300 Main
Houston, TX 77004

Trustee #2: David Calkins
First Presbyterian Church
5300 Main
Houston, TX 77004

Trustee #3: Cindy Cook
First Presbyterian Church
5300 Main
Houston, TX 77004

ARTICLE IX CONDUCT OF BUSINESS

All business of the Corporation shall be conducted by the Session (or its designee) and shall be transacted in accordance with the laws of the United States, the State of Texas, the TBOC and the Code.

ARTICLE X INDEMNIFICATION

Chapter 8 of the TBOC permits a corporation to indemnify its governing persons, former governing persons and delegates to the extent and under the circumstances set forth therein. The Corporation hereby elects to and shall indemnify and hold harmless any present or former members of the Session, Corporate Trustees, other trustees or officers of the Corporation (each, a

“Covered Person”) against any judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses, including attorneys’ fees, imposed upon or reasonably incurred by such Covered Person in connection with any claim or lawsuit imposed by reason of said Covered Person having been a member of the Session, officer Corporate Trustee, or other trustee to the full extent permitted by Chapter 8 of the TBOC, or the corresponding provision or provisions of any successor statute. Such indemnification shall be provided promptly upon request of any such persons making a request for indemnity hereunder. The Corporation shall advance or pay the reasonable expenses (including attorneys’ fees) incurred by any Covered Person in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding in advance of the final disposition of any proceeding to the fullest extent permitted by the TBOC and subject to the conditions thereof. The Corporation may indemnify, hold harmless and advance expenses to any present or former employee or agent of the Corporation, or any other person serving at the request of the Corporation, to the same extent that it is required to indemnify, hold harmless and advance expenses to a Covered Person under this Article. The provisions of this Article X shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which the Corporation’s Session members, Corporate Trustees, other trustees, officers, agents or employees may be entitled under any statute, bylaw, agreement, vote of the Session, principle of law or otherwise. In all events the indemnification described herein shall be limited to the assets of the Corporation and proceeds of any applicable insurance.

To the fullest extent permitted by the TBOC, no Covered Person of the Corporation shall be liable to the Corporation or its members for monetary damages for any act or omission by such Covered Person in his or her capacity as Covered Person, except for liability of such Covered Person for (a) a breach of duty of loyalty to the Corporation, (b) an act or omission not in good faith that constitutes a breach of duty of such Covered Person to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law, (c) a transaction from which such Covered Person received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of such Covered Person’s office, or (d) an act or omission for which the liability of such Covered Person 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 Covered Person may be entitled under any other provision of this Certificate or Bylaws of the Corporation, contract or agreement, vote of Corporate Trustees or Session, principle of law or otherwise. Neither the amendment or repeal of this Article X, nor the adoption of any provision amending this Certificate in any manner inconsistent with this Article X, shall apply to, eliminate, reduce or adversely affect this Article X in respect to any liability or alleged liability of any Covered Person of the Corporation for or with respect to any act or omission of such Covered Person occurring prior to such amendment, repeal or adoption. If the TBOC or any successor act thereto is amended to authorize corporate action further eliminating or limiting the personal liability of a Covered Person, then the liability of a Covered Person of the Corporation shall be eliminated or limited to the fullest extent permitted by the TBOC or any successor act thereto, as so amended from time to time.

In performing his or her duties, a member of the Session or Corporate Trustee or other trustee shall be entitled to rely on information, opinions, reports or statements, including

financial statements and other financial data, in each case prepared or presented by (a) one or more officers or employees of the Corporation whom the member of the Session or Corporate Trustee or other trustee reasonably believes to be reliable and competent in the matters presented, or (b) counsel, public accountants or other persons as to matters which the member of the Session or Corporate Trustee or other trustee reasonably believes to be within such person's professional or expert competence. A person who so performs his or her duties shall have no liability to the Corporation by reason of being or having been a member of Session or a Corporate Trustee or other trustee of the Corporation.

Each person (other than an employee of the Corporation) who renders services for or on behalf of the Corporation and does not receive compensation in excess of reimbursement for expenses incurred (a "Volunteer") shall be immune from civil liability for any act or omission as a Volunteer, to the fullest extent provided by Chapter 84 of the Texas Civil Practice & Remedies Code. The term "Volunteer" includes (but not by way of limitation) a person serving as a member of the Session or as a Corporate Trustee, other trustee, officer, or direct service volunteer, including a volunteer health care provider.

ARTICLE XI DISTRIBUTION UPON TERMINATION

Upon the termination and liquidation of the Corporation, after payment or provision for payment of the Corporation's liabilities has been made, the Session shall distribute the Corporation's remaining assets to one (1) or more organizations that are described in Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) of the Code and that has or have, as the case may be, purposes at the time of such distribution or distributions similar to the purposes of the Corporation at the time this Certificate is filed with the Secretary of State of Texas. 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 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 XII BYLAWS

The power to alter, amend or repeal the Corporation's Bylaws, and to adopt new Bylaws, is exclusively vested in the members of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the laws of the State of Texas or the United States, or this Restated Certificate, as the same may be from time to time supplemented or amended. In accordance with Section 22.103 of the TBOC, any provision in this Restated Certificate that is inconsistent with a provision in the Bylaws controls over such Bylaw; *provided, however*, that a change in the number of Corporate Trustees in accordance with the Bylaws of the corporation controls over the number stated in this Restated Certificate.

**ARTICLE XIII
ACTION WITHOUT A MEETING**

Any action required by the TBOC to be taken at a meeting of the Session or the Corporate Trustees and any action that may be taken at a meeting of the Session or the Corporate Trustees, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of the members of Session or Corporate Trustees as would be necessary to take that action at a meeting at which all of the Session or the Corporate Trustees were present and voted. The consent must state the date of each Session member's or Corporate Trustee's signature. Prompt notice of the taking of an action by the Session or the Corporate Trustees without a meeting by less than unanimous written consent shall be given to each Session member or Corporate Trustee who did not consent in writing to the action.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate to be duly executed as of the date first set forth above.

FIRST PRESBYTERIAN CHURCH OF HOUSTON

By: _____
Name:
Title: