

**CERTIFICATE OF FORMATION
OF
Lone Star Justice Alliance**

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 Lone Star Justice Alliance (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 be vested in the 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.

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 upon 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 remaining assets of the Corporation only for tax-exempt purposes to the Texas Fair Defense Project, to the extent that, at the time of the distribution, the Texas Fair Defense Project is an eligible organization; otherwise, to one or more other eligible organizations. 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 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 selected by the Board of Directors.

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 established.

ARTICLE EIGHT
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 1411 West Ave. Suite 200 Austin TX 78701. The name of its initial registered agent at such address is Elizabeth A. Henneke.

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 4 persons. The initial board will consist of the following persons at the following addresses:

<u>NAME</u>	<u>ADDRESS</u>
Caroline Kim	718 Addison St. Unit B, Philadelphia, Pa 19147
Phillip Yates	2016 Main St. #1003, Houston, Texas 77002
Larry Robinson	3400 Maid Marian, Killen, Texas 76549
Caitlin Higgins Bailey	90 Wildwood Ave., Piedmont, California 94610

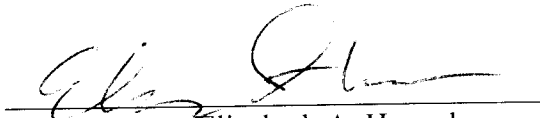
The number of directors may be increased or decreased by adopting or amending the bylaws, but there must be at least three directors.

ARTICLE TEN
ORGANIZER

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

Elizabeth Henneke
1411 West Ave. Suite 200
Austin, TX 78701


Signed by Elizabeth A. Henneke this 2 day of August,
2017.


Elizabeth A. Henneke
Organizer
Lone Star Justice Alliance

ACCEPTANCE OF APPOINTMENT AND CONSENT TO SERVE
AS REGISTERED AGENT

I consent to my appointment as registered agent in Texas for Lone Star Justice Alliance. I am a resident of the state and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity if I resign.

Signed by Elizabeth A. Henneke this 7 day of August,
2017.


Elizabeth A. Henneke
Registered Agent
Lone Star Justice Alliance