

FILED
In the Office of the
Secretary of State of Texas

MAR 05 2018

Corporations Section

CERTIFICATE OF FORMATION

OF

LONE STAR BEEKEEPERS ASSOCIATION

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 BEEKEEPERS ASSOCIATION**
(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

This Corporation shall have an established membership of individuals, personal contacts and fellowship. The qualifications, privileges, and responsibilities of members shall be as provided in the bylaws of the corporation

ARTICLE FIVE

GENERAL AND SPECIFIC PURPOSES

(1) The Corporation is organized pursuant to the Texas Business Organizations Code.

The Corporation shall be operated exclusively as a business league within the meaning of § 501 (c) (6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). Within the context of these general purposes, the Corporation specific purposes shall be to: (i) promote the industry and practice of honey bee beekeeping; (ii) to further the education and professional abilities of Texas beekeepers; (iii) to maintain liaison with, and coordinate activities with governmental agencies with programs and activities affecting beekeeping.

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)(6) 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)(6), and related regulations, rulings, and procedures. The Corporation may devote a substantial part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation. However, the Corporation may participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office only to an insubstantial degree.

(4) **Termination:** In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively as a business league dedicated to the support of those in the field of chiropractic medicine or for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(6) or § 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

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.

ARTICLE EIGHT
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 8150 N. Central Expressway, Suite 1675, Dallas, TX 75206 and the name of its initial registered agent at such address is the Perliski Law Group.

ARTICLE NINE
BOARD OF DIRECTORS

The management of the corporation is vested in its Board of Directors (the "Board") 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:

NAME

1. W. Bruce Bonnett
2. Christi V. Baughman
3. Julie L. Whitmire

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 the directors or committee members are present and voting.

ARTICLE FOURTEEN
ORGANIZER

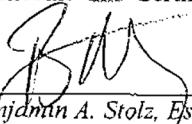
The name and street address of the organizer of the Corporation is:

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 5th of March 2018.



Benjamin A. Stolz, Esq.
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