

Form 414
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709

Filing Fee: See instructions



**Restated Certificate of
Formation
With New Amendments**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
JAN 09 2012
Corporations Section

Entity Information

The name of the filing entity is:

Highland Park Crew Club, Inc.

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- | | |
|---|---|
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Professional Corporation |
| <input checked="" type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Partnership |

The file number issued to the filing entity by the secretary of state is: 800153525

The date of formation of the filing entity is: December 17, 2002

Amendments to Certificate of Formation

This restated certificate of formation makes new amendments to the certificate of formation.
Provided below is an identification by reference or description of each added, altered, or deleted provision.

Identification of New Amendments

(Indicate the changes that have been made by checking the appropriate box or boxes.)

- ☒ The entity name has been amended.
- ☐ The registered agent name or registered office address has changed.
- ☒ The purpose of the entity has been amended.
- ☐ The period of duration of the entity has been amended.
- ☐ A general partner has withdrawn or been admitted to the limited partnership.

Identification of New Amendments (continued)

(Indicate the changes that have been made by checking and completing the appropriate box or boxes.)

☒ **Other changes.** The certificate of formation has been amended as follows:

☐ **Add** Each of the following provisions is added to the certificate of formation. The identification or reference of each added provision is set forth below. The full text of each added provision is contained in the amended and restated certificate of formation attached hereto.

☒ **Alter** The following identified provisions of the certificate of formation are amended. The full text of each amended provision is contained in the amended and restated certificate of formation attached hereto.

Article 1 Article 12
Article 2
Article 4
Article 5
Article 6
Article 8
Article 9

☒ **Delete** Each of the provisions identified below are deleted from the certificate of formation.

Article 13

Statement of Approval

Each new amendment has been made in accordance with the provisions of the Texas Business Organizations Code. The amendments to the certificate of formation and the restated certificate of formation have been approved in the manner required by the Code and by the governing documents of the entity.

Required Statements

The restated certificate of formation, which is attached to this form, accurately states the text of the certificate of formation being restated and each amendment to the certificate of formation being restated that is in effect, and as further amended by the restated certificate of formation. The attached restated certificate of formation does not contain any other change in the certificate of formation being restated except for the information permitted to be omitted by the provisions of the Texas Business Organizations Code applicable to the filing entity.

Effectiveness of Filing (Select either A, B, or C.)

- A. ☒ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
- The following event or fact will cause the document to take effect in the manner described below:

Execution


The undersigned affirms that the person designated as registered agent in the restated 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.

Date: January 5, 2012

By: Dallas United Crew, Inc.
Linda Pepe
Signature of authorized person

Linda Pepe, President
Printed or typed name of authorized person (see instructions)

Attach the text of the amended and restated certificate of formation to the completed statement form. Identify the attachment as "Restated Certificate of Formation of [Name of Entity]."

Form 509 (Revised 12/10) Submit with relevant filing instrument. Filing Fee: None	 Consent to Use of Similar Name	
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(1) Dallas United Corporation*Name of the entity or individual who holds the existing name on file with the secretary of state.*

consents to the use of

(2) Dallas United Crew*Proposed name*

as the name of a filing entity or foreign filing entity in Texas for the purpose of submitting a filing instrument to the secretary of state. This consent does not authorize the use of the similar name in violation of a right of another under the Trademark Act of 1946, as amended (15 U.S.C. Section 1051 et seq.); Chapter 16 or 71, Business & Commerce Code; or common law.

(3) The undersigned certifies to being authorized by the holder of the existing name to give this consent. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 11/15/11By: Dallas United Corporation

Name of existing entity, if any (type or print)

800241851

File number of existing entity, if any

Signature of Authorized Person

Name of Authorized Person (type or print)

Title of Authorized Person, if any (type or print)

**AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
DALLAS UNITED CREW, INC.**

**ARTICLE 1
NAME**

The name of the Corporation is Dallas United Crew, Inc.; the file number issued to the Corporation is 800153525; and the date of incorporation of the Corporation is December 17, 2002.

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas margin tax.

**ARTICLE 3
DURATION**

The Corporation shall continue in perpetuity.

**ARTICLE 4
PURPOSES**

The purposes for which the Corporation is organized are:

- a. To promote and support the sport of rowing and other oar and paddle sports to middle school, junior high school and high school students in the Greater Dallas, Texas metropolitan area.
- b. To foster rowing competition, including national competition, among middle school, junior high school and high school students in the Greater Dallas, Texas metropolitan area.
- c. To provide to middle school, junior high schools and high schools in the Greater Dallas Texas metropolitan area an opportunity for students to participate in the sport of rowing at a time when the middle school, junior high schools and high schools may not have sufficient funding to maintain such a program.
- d. To provide an alternate healthful sports program to middle school, junior high school and high school students in the Greater Dallas, Texas metropolitan area.
- e. To form one or more wholly- owned limited liability companies under the laws of the State of Texas for the purpose of (i) constructing and operating a boathouse facility on White Rock Lake in Dallas, Texas, with the right and power to negotiate with the City of Dallas and any other persons, entities or instrumentalities any and all applicable agreements relating directly or indirectly to such proposed boating facility: and (ii) promoting and supporting the sport of rowing

and other oar, paddle and other boating activities at such proposed boathouse facility to raise awareness of such activities and the furtherance of the purposes of the Corporation.

ARTICLE 5

POWERS

Except as this Amended and Restated Certificate of Formation otherwise provide, the Corporation has all the powers provided to non-profit corporations as in the Texas Business Organizations Code. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers and purpose. The Corporation may reasonably compensate directors or officers for services rendered to or for the Corporation in furtherance of its purposes.

ARTICLE 6

RESTRICTIONS AND REQUIREMENTS

A. The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Texas Business Organizations Code.

B. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible, charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provisions in this Amended and Restated Certificate of Formation or State law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. 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.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets upon dissolution for one or more exempt purposes. Upon dissolutions, the Corporation's assets shall be distributed to an organization exempt

from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.

7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.
9. The Corporation shall make distributions at such times and in such manner as to avoid the tax under Internal Revenue Code Section 4942. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d). The Corporation may not:
 - a. Retain excess business holdings as defined in Section 4943(c).
 - b. Make any investments that would subject it to the tax described in Section 4944.
 - c. Make any taxable expenditures as defined in Section 4945(e).

ARTICLE 7 **MEMBERSHIP**

The Corporation shall have no members.

ARTICLE 8 **REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 7609 Southwestern Blvd., Dallas, TX 75225. The name of the registered agent is Linda Pepe, 7609 Southwestern Blvd., Dallas, TX 75225.

ARTICLE 9 **BOARD OF DIRECTORS**

A. The management of the Corporation is vested in the Board of Directors and such committee of the board that the board may, from time to time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms and other matter relating to the Board of Directors.

B. The current Board of Directors consist of the following persons at the following addresses:

<u>Name</u>	<u>Address</u>
Linda Pepe	7609 Southwestern Dallas, TX 75225
Belinda McDonnell	1015 Erin Dr. Dallas, TX 75218

OletaSalyards	6622 Stefani Dr. Dallas, TX 75225
Nancy Files	2809 Rosedale Ave Dallas, TX 75205
Donna Swanson	8179 Santa Clara Dr. Dallas, TX 75218
Catherine Chiao	3538 Purdue Dallas, TX 75225
Paula Washington	3505 Mockingbird Dallas, TX 75205

ARTICLE 10
LIMITATION OF LIABILITY OF DIRECTORS

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

ARTICLE 11
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 in the Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

ARTICLE 12
CONSTRUCTION

All references in this Amended and Restated Certificate of Formation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13
ACTION BY WRITTEN CONSENT

- A. Action may be taken by use of signed written consents by the number of directors or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the directors or committee members is not effective to take the intended action unless consents, signed by the required number of

persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

- B. The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.
- C. A facsimile or similar reproduction of a signed writing is to be regarded as being signed by the director or committee member.

The foregoing Amended and Restated Certificate of Formation was approved at a meeting of the Board of Directors of the Corporation on January 5th, 2012 by a majority of the directors of the Corporation then in office.

Executed on the 5th day of January, 2012.

DALLAS UNITED CREW, INC.

By: Linda Pepe
Linda Pepe, President