

**CERTIFICATE OF FORMATION OF  
WHEELER CHAMBER OF COMMERCE, INC.  
A NONPROFIT CORPORATION**

This certificate of formation is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code.

**Article I - Entity Name and Type**

The name and type of filing entity being formed are: WHEELER CHAMBER OF COMMERCE, INC., a Texas nonprofit corporation (hereinafter "Corporation").

**Article II – Non-Profit Corporation**

The Corporation is a non-profit corporation. When it dissolves, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(6) for one or more purposes exempt under the Texas franchise tax.

**Article III – Duration**

The Corporation will continue in perpetuity.

**Article IV – Purpose**

The purposes for organizing the Corporation are to perform activities within the meaning of Internal Revenue Code Section 501(c)(6). Specifically, the Corporation is organized for the following purposes:

To act as leader for the improvement of the economy of the City of Wheeler, Texas; supply leadership to improve all segments of the area economy; provide and maintain suitable facilities for the conduct of its business; establish and maintain uniformity in the commercial usages of cities and towns; acquire, preserve and disseminate valuable business information, and generally promote the interest of trade and increase the facilities of commercial transactions in the City of Wheeler and the surrounding trade territory.

**Article V – Powers**

Except as these Articles otherwise provide, the Corporation has all the powers provided in the Texas Non-Profit Corporation Act. 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 VI - Restrictions and Limitations**

The Corporation may not pay dividends or other corporate income to its members, directors, or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act. The Corporation may not engage in any activities, except to an insubstantial degree, that does not further its purposes as set forth in these Articles. The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(6) 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 Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation may not:

1. Engage in any activities, except to an insubstantial degree, that are not in furtherance of the purpose or purposes of the Corporation.
2. Serve any private interest except if clearly incidental to the public benefit provided by the Corporation.
3. Engage in more than an insubstantial degree in the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not directly or indirectly participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, except as allowed by Internal Revenue Code and its regulations.
4. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation's assets will be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(6) to be used to accomplish the general purposes for which the Corporation was organized.
5. Allow any of the Corporation's net earnings to inure to the benefit of the members, if any of the Corporation, or any private individual.
6. Carry on an unrelated trade or business, except as a secondary purpose related to the Corporation's primary, exempt purposes.
7. Engage in any activity or take any action prohibited by the applicable provisions of the Texas Business Organizations Code.
8. Conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code and its regulations, or by an organization, contributions to which are deductible under Section 171.057 of the Internal Revenue Code and regulations.

9. Pay any dividend or distribute any part of the income of the Corporation to its members, if any, directors, if any, or officers. However, the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with its purposes, provided such compensation and benefits are reasonable.
10. Make loans to the Corporation's directors.

### **Article VII – Membership**

The Corporation will have one or more classes of members as provided in the Bylaws.

### **Article VIII - Registered Office and Registered Agent**

The initial registered agent is an organization by the name of AMARILLO CORPORATE SERVICES, LLC The business address of the initial registered agent and the initial registered office is: 500 S. Taylor, Suite 1100, LB 219, Amarillo, Texas 79101.

### **Article IX - Organizer**

The name and address of the organizer is:

<u>Name</u>	<u>Address</u>
BENJAMIN EDWARD HILLHOUSE	P.O. Box 489, Wheeler, TX 79096

### **Article X – Managing Body of Corporation**

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 Bylaws will provide for the qualification, manner of selection, duties, terms, and other matters relating to the Board of Directors.

In electing Directors, members may not cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates.

The number of initial Directors shall be four (4). The number of Directors shall be set by the Bylaws of the Corporation as may be amended from time-to-time, provided that the number of Directors may never be less than three (3). The names and addresses of the persons who are to serve as Directors until the first annual meeting or until their successors are elected, qualified are:

<u>Name</u>	<u>Address</u>
1. Benjamin Edward Hillhouse	P.O. Box 489, Wheeler, Texas 79096

- |                       |  |
|-----------------------|--|
| 2. Debbie Finsterwald | 8550 FM 3182, Wheeler, Texas 79096     |
| 3. Jack Helton        | P.O. Box 209, Wheeler, Texas 79096     |
| 4. Lee Ann Hillhouse  | 1309 W. Oklahoma, Wheeler, Texas 79096 |

Other than initial directors, directors of the Corporation must also be members of the Corporation. If at any time, a director ceases to be a member, his or her directorship shall at such time become vacant.

#### **Article XI – Limitation on 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 as otherwise provided by a Texas statute.

#### **Article XII – 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 regardless of the provisions of the Texas Non-Profit Corporation Act governing indemnification. As the Bylaws provide, the Board of Directors may define the requirements and limitations for the Corporation to indemnify directors, offices, or other related to the Corporation.

#### **Article XIII - Organizational Structure**

The Corporation will have members.

#### **Article XIV – Construction**

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authority cited, or their successors, as they may be amended from time to time.

#### **Article XV – Action by Written Consent**

Action may be taken by use of signed, written consents by the number of members, 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 fewer than all of the members, 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, facsimile, electronic mail, 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 office or agent having custody of books in which the relevant proceedings are recorded. If delivery is made to the Corporation's principal place of business, the consent must be addressed to the President or principal executive officer.

A telegram, telex, cablegram, facsimile, electronic mail, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

#### **Article XVI – Amendment**

The Articles may be altered, amended, or repealed, and new or restated Articles may be adopted by a majority vote of the Directors. The notice of any meeting at which these Articles are altered, amended, or repealed, or which new or restated Articles are adopted will include the text of the proposed Article provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions and any changes.

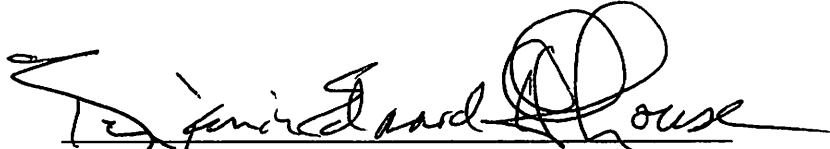
#### **Article XVII - Effective Date of Filing**

This certificate of formation becomes effective when the document is filed by the secretary of state.

#### **Article XVIII – Execution**

The undersigned affirms that the person designated as registered agent 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 to execute the filing instrument.

Date: August, 2014

  
BENJAMIN EDWARD HILLHOUSE

Form 202

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



**Certificate of Formation  
Nonprofit Corporation**

Filed in the Office of the  
Secretary of State of Texas  
Filing #: 802077654 10/07/2014  
Document #: 571593870002  
Image Generated Electronically  
for Web Filing

Filing Fee: \$25

**Article 1 - Corporate Name**

The filing entity formed is a nonprofit corporation. The name of the entity is :

**Wheeler Chamber of Commerce, Inc.**

**Article 2 - Registered Agent and Registered Office**

A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

**Amarillo Corporate Services, LLC**

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

C. The business address of the registered agent and the registered office address is:

Street Address:

**500 S. Taylor, Suite 1100, LB 219 Amarillo TX 79101**

**Consent of Registered Agent**

A. A copy of the consent of registered agent is attached.

OR

B. The consent of the registered agent is maintained by the entity.

**Article 3 - Management**

A. Management of the affairs of the corporation is to be vested solely in the members of the corporation.

OR

B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

Director 1: **Benjamin Edward Hillhouse**

Title: **Director**

Address: **P.O. Box 489 Wheeler TX, USA 79096**

Director 2: **Lee Ann Hillhouse**

Title: **Director**

Address: **1309 W. Oklahoma Wheeler TX, USA 79096**

Director 3: **Jack Helton**

Title: **Director**

Address: **P.O. Box 209 Wheeler TX, USA 79096**

Director 4: **Debbie Finsterwald**

Title: **Director**

Address: **8550 FM 3182 Wheeler TX, USA 79096**

**Article 4 - Organization Structure**

A. The corporation will have members.

or

B. The corporation will not have members.

**Article 5 - Purpose**

The corporation is organized for the following purpose or purposes:

**To act as leader for the improvement of the economy of the City of Wheeler, Texas; supply leadership to improve all segments of the area economy; provide**

and maintain suitable facilities for the conduct of its business; establish and maintain uniformity in the commercial usages of cities and towns; acquire, preserve and disseminate valuable business information, and generally promote the interest of trade and increase the facilities of commercial transactions in the City of Wheeler and the surrounding trade territory.

**Supplemental Provisions / Information**

[The attached addendum, if any, is incorporated herein by reference.]

**Effectiveness of Filing**

A. This document becomes effective when the document is filed by the secretary of state.

**OR**

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

**Organizer**

The name and address of the organizer are set forth below.

**Benjamin Edward Hillhouse**      **P.O. Box 489, Wheeler, TX 79096**

**Execution**

The undersigned affirms that the person designated as registered agent 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.

**Benjamin Edward Hillhouse**

Signature of organizer.

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