

**CERTIFICATE OF FORMATION  
OF  
TEXAS CENTER FOR LOCAL FOOD  
A NON-PROFIT CORPORATION**

**ARTICLE I  
NAME**

The name of the Corporation is Texas Center for Local Food (hereinafter referred to as the "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)(3) for one or more purposes exempt under the Texas franchise tax.

**ARTICLE II  
REGISTERED AGENT AND OFFICE**

The Corporation's registered agent is Susan M. Beckwith. The street address of the registered agent and the registered office address is 310 North Main St., Elgin, Texas 78621.

**ARTICLE III  
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 the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. Such directors shall hold office in accordance with the bylaws of the Corporation. The number of directors may be increased or decreased by amending the bylaws of the Corporation. The number of directors may not be decreased to fewer than three (3). The number of directors constituting the initial Board of Directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

1. *Elliott Bass*  
*2196 Louis Agusta (or POBox 380058, SAN ANTONIO TX 78268)*  
*San Antonio, TX 78253*
2. *Aislynn Campbell*  
*510 McClendon Dr*  
*Corpus Christi TX 78404*
3. *Sheri Smith*  
*2412 Still Bay Street*  
*Pearland TX 77584*
4. *Martha Pincoffs*  
*4203 Bradwood Rd*  
*Austin TX 78722*

ARTICLE IV  
MEMBERSHIP

The Corporation shall not have members.

ARTICLE V  
PURPOSES

The Corporation shall be and is a non-profit corporation under the laws of the State of Texas. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

The Corporation is organized and shall be operated for charitable and educational purposes, including:

- (i) education, training, outreach, and research to strengthen the capacity of Texas food systems to support local, Texas grown agricultural products, and
- (ii) education, training, outreach, and research to support public health, environmental sustainability and economic vitality, and
- (iii) to exercise all powers provided in the Texas Business Organizations Code in furtherance of the above-stated purposes.

ARTICLE VI  
POWERS

Except as these Articles otherwise provide, the Corporation has all the powers provided in the 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 of its purposes.

ARTICLE VII  
RESTRICTIONS AND REQUIREMENTS

The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Internal Revenue Code Section 501(c)(3) or the corresponding section of any future federal tax code.

**No Private Inurement:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

**No Prohibited Activities:** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding

any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Termination:** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 VIII  
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 IX  
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 X  
AMENDMENTS

The power to amend or restate this Certificate of Formation, and the power to adopt, amend, or repeal the bylaws of the Corporation, shall be vested in its board of directors. All amendments and changes to this Certificate must be approved by at least two thirds of the members present at a meeting where a quorum is present. A quorum is met when a majority of eligible voting directors are present, but not less than three.

ARTICLE XI  
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 XII  
DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE XIII  
ORGANIZER

The name of the Corporation's organizer is Susan Beckwith. The street address of the Corporation's organizer is 408 East 8<sup>th</sup> St., Elgin, TX 78621.

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.

IN WITNESS WHEREOF, I execute this Certificate of Formation on this 21<sup>th</sup> day of April 2019

*Susan Beckwith*

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Signature of Organizer

Susan M. Beckwith

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Printed Name of Organizer