

RESTATED CERTIFICATE OF FORMATION
FOR
HIGHLAND PARK UNITED METHODIST CHURCH

ARTICLE ONE

Highland Park United Methodist Church, pursuant to the provisions of Sections 3.057, 3.058, 3.059, 3.061 and 22.107 of the Texas Business Organizations Code, hereby adopts a Restated Certificate of Formation that accurately copies its Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Certificate of Formation as hereinafter set forth, and that contains no other change in any provision thereof.

ARTICLE TWO

The Articles of Incorporation of the corporation are amended by the Restated Certificate of Formation as follows:

- A. Article I is amended in part to change the name of the corporation.
- B. Article II is amended in part to set forth the powers, duties, authorizations, and responsibilities of the corporation.
- C. Article IV is amended in its entirety to update the purposes of the corporation.
- D. Article V is amended in part to make minor changes in wording.
- E. Article VI is amended in its entirety to provide that the Church Council shall be the governing body of the corporation and to delete the other provisions thereof.
- F. Articles VII, VIII and IX are deleted in their entirety.
- G. A new Article VII is added that shall prohibit private inurement.
- H. A new Article VIII is added that shall prohibit lobbying and political activities.

- I. A new Article IX is added that shall provide that, if the corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, it shall not take any action which would subject it to the excise taxes imposed by Subchapter A of the Chapter 42 of such Code.
- J. Article X is amended in part to clarify the limitations on the liability of the directors of the corporation.
- K. Article XI, regarding indemnification, is amended in part to delete certain provisions and to make changes in wording.
- L. Article XII is amended in part to delete the word "initial" in two places.
- M. Article XIII is deleted in its entirety, and a new Article XIII is added that shall set forth procedures for action by written consent in lieu of a meeting.
- N. Article XIV is amended in its entirety to change the procedure for the distribution of the assets of the corporation remaining after the payment of any liabilities in the event the corporation is ever dissolved.
- O. Article XV is amended in part to make changes in wording.

ARTICLE THREE

The corporation has no members. Each amendment made by this Restated Certificate of Formation has been effected in conformity with the provisions of the Texas Business Organizations Code and the corporation's governing documents. The Restated Certificate of Formation does not contain any change to the Certificate of Formation other than omissions permitted by Section 3.059 of the Texas Business Organizations Code. The Restated Certificate of Formation, including each such amendment, was duly adopted at a meeting of the Church Council of the corporation held on November 16, 2022 at which a quorum was present throughout, such

Restated Certificate of Formation having received the affirmative vote of at least two-thirds (2/3) of the Church Council members then in office.

ARTICLE FOUR

The Articles of Incorporation of Highland Park United Methodist Church, a Texas nonprofit corporation, and all amendments and supplements thereto are hereby superseded by the following Restated Certificate of Formation, which accurately copies the entire text thereof, as amended as set forth above:

**RESTATED CERTIFICATE OF FORMATION
OF
HIGHLAND PARK METHODIST CHURCH**

**ARTICLE I
NAME**

The name of the corporation (the "Church") is Highland Park Methodist Church.

**ARTICLE II
POWERS**

The Church is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Business Organizations Code. Notwithstanding the foregoing, the Church shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Code").

**ARTICLE III
DURATION**

The period of duration of the Church is perpetual.

**ARTICLE IV
PURPOSES**

The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Code. Within the scope of the foregoing purposes, the mission of the Church shall be to help people become deeply devoted followers of Christ (the "Mission"). The Church is the successor in law and fact to the church entity that has operated continuously since 1916 at Southern Methodist University and

continuously since 1917 at the property at Southern Methodist University's southwest corner now known as 3300 Mockingbird Lane, Dallas, Texas, as a place of divine worship for the use and ministry of its congregation as a successor to the Methodist Episcopal Church, South. The Church shall continue to conduct regular worship services, Sunday School and other small group activities and meetings, and other missions and ministries in furtherance of the Mission.

ARTICLE V NO MEMBERS

The Church shall have no members.

ARTICLE VI BOARD OF DIRECTORS

The Church Council of the Church shall be the governing body of the Church. The number of members of the Church Council shall be determined from time to time in the manner provided for in the Bylaws of the Church. In no event shall there be fewer than three (3) members of the Church Council.

ARTICLE VII NO PRIVATE INUREMENT

No part of the net earnings of the Church shall inure to the benefit of any director or officer of the Church, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Church and expenses may be reimbursed or paid in furtherance of one or more of its purposes.

ARTICLE VIII POLITICAL AND LEGISLATIVE ACTIVITIES

No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as permitted by Section 501(h) of the Code), and the Church shall not participate or intervene in (including the publication or distribution

of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX PRIVATE FOUNDATION PROHIBITIONS

Notwithstanding any other provision of this Certificate of Formation, if the Church shall be, or shall be deemed to be, a private foundation as described in Section 509(a) of the Code, then (a) the Church shall make distributions in each taxable year at such time and in such manner as not to subject the Church to tax under Section 4942 of the Code, and (b) the Church is expressly prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the Church to tax under Section 4944 of the Code and from making any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE X LIMITATION OF DIRECTOR LIABILITY

A member of the Church Council shall not be personally liable to the Church for monetary damages for any act or omission in such person's capacity as a member of the Church Council, except that this Article does not authorize the elimination or limitation of the liability of a member of the Church Council to the extent the member of the Church Council is found liable for: (i) a breach of the duty of loyalty to the Church; (ii) an act or omission not in good faith that constitutes a breach of duty to the Church or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the member of the Church Council received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the member of the Church Council's office; or (iv) an act or omission for which the liability of a member of the Church Council is expressly provided by an applicable statute. The foregoing elimination of liability to the Church shall not be deemed exclusive of any other rights,

limitations of liability or indemnity to which a member of the Church Council may be entitled under any other provision of the Restated Certificate of Formation or Bylaws of the Church, contract or agreement, vote of members of the Church Council, principle of law or otherwise. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a member of the Church Council existing at the time of such repeal or amendment. In addition to the circumstances in which a member of the Church Council is not personally liable as set forth in the foregoing provisions of this Article, the liability of a member of the Church Council shall be eliminated to the fullest extent permitted by any amendment to the Texas Business Organizations Code hereafter enacted that further eliminates or permits the elimination of the liability of a member of the Church Council.

ARTICLE XI INDEMNIFICATION

The Church shall adopt and maintain in force Bylaws providing for indemnification of members of the Church Council and any committee thereof; members of any Appointed Committee or other council or committee created in accordance with the Bylaws; officers of the Church; members of its ordained or diaconal clergy; and employees of the Church. Such indemnification shall be mandatory or in the discretion of the Church Council, and shall otherwise be on terms and conditions as shall be provided in the Bylaws and consistent with the provisions of applicable law.

ARTICLE XII REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Church is 3300 Mockingbird Lane, Dallas, Texas 75205, and the name of the registered agent at such address is Paul Rasmussen.

ARTICLE XIII ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken at any meeting of members of the Church Council or committee members may be taken without a meeting, if a consent or consents in writing approving the action shall be signed by a sufficient number of members of the Church Council or committee members, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the Church Council or a committee without a meeting by less than unanimous written consent shall be given to those members of the Church Council or committee members who did not consent in writing to the action.

ARTICLE XIV DISSOLUTION

In the event the Church is dissolved, after all liabilities and obligations of the Church are paid or provision is made therefor, the Church Council shall adopt a plan for the distribution of the remaining assets of the Church to such organization or organizations organized and operated exclusively for religious, charitable or educational purposes as shall at that time have purposes similar to those of the Church, and which qualify as religious, charitable or educational organizations described in Section 501(c)(3) of the Internal Revenue Code and public charities under the provisions of Section 509(a) of the Internal Revenue Code. No member of the Church Council or officer of the Church and no private individual will be entitled to share in the distribution of any assets of the Church in the event of its dissolution.

ARTICLE XV AMENDMENTS

The Church Council shall have the exclusive power to amend or restate this Restated Certificate of Formation. Said action may be taken only by the affirmative vote of at least two-

thirds (2/3) of all the members of the Church Council then in office, and only if the notice of the Church Council meeting specifically designates the provision(s) proposed for amendment or repeal and sets forth any new provisions proposed to be adopted.

IN WITNESS WHEREOF, this Restated Certificate of Formation has been executed on this 16th day of November, 2022, by the undersigned officer, thereunto duly authorized.

HIGHLAND PARK METHODIST CHURCH
(f/k/a Highland Park United Methodist Church)

By: 
Matt Craft
Chairperson of the Church Council