

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Nandita Berry
Secretary of State

Office of the Secretary of State

Original

**CERTIFICATE OF FILING
OF**

**FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC.
20730101**

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 12/16/2014

Effective: 12/16/2014



NANDITA BERRY

Nandita Berry
Secretary of State

Form 424
(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



This space reserved for office use.

Certificate of Amendment

Entity Information

The name of the filing entity is:

First Methodist Church of Fort Worth, Foundation, 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: 207301

The date of formation of the entity is: October 16, 1964

Amendments

1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

2. Amended Registered Agent/Registered Office

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

Registered Agent
(Complete either A or B, but not both. Also complete C.)

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

OR

B. The registered agent is an individual resident of the state whose name is:

First Name *M.I.* *Last Name* *Suffix*

The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

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

Street Address (No P.O. Box) *City* *TX*
State *Zip Code*

3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

Add each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

Alter each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

The attached addendum is incorporated herein by reference and here attached to it the amendments to ARTICLE SEVEN and ARTICLE NINE.

Delete each of the provisions identified below from the certificate of formation.

Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the 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 a 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 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: December 16, 2014

By: *Lou Ann Blaylock*

Signature of authorized person

Lou Ann Blaylock
Printed or typed name of authorized person (see instructions)

ADDENDUM

ARTICLE SEVEN

BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be the governing body of the Corporation. The number of directors shall in no event be less than three (3). The Board of Directors shall have the sole and exclusive right to elect the Board of Directors. The number of directors, a simple majority of which shall not be members of the Board of Trustees of The First United Methodist Church of Fort Worth, may be increased or decreased from time to time in the manner provided in the Bylaws of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent director. The number of directors constituting the current Board of Directors shall be twelve (12). The names, addresses and the terms of the board members as of this date are as follows:

1. For Term One Year-2014

<u>Name</u>	<u>Address</u>
Byron R. Baird	6817 Saint Andrews Ct. Fort Worth, Texas 76132-4596
Beverlee B. Herd	6101 Merrymount Road Fort Worth, Texas 76107-3533
Henry B. Paup	3716 Autumn Drive Fort Worth, Texas 76109-2613
W.R. "Bob" Watt, Jr.	5321 Benbridge Drive Fort Worth, Texas 76107-3207

2. For Term Two Years-2015

<u>Name</u>	<u>Address</u>
Lee Bloemendal	6956 Laurel Valley Drive Fort Worth, Texas 76132-4460
Vernon Bryant, Jr.	1712 Carleton Avenue Fort Worth, Texas 76107-3858

Richard DeBerry

1932 Rockridge Ter.
Fort Worth, Texas 76110-6636

John Maddux

6363 Newport Ct.
Fort Worth, Texas 76116-1606

3. For Term Three Years—2016

Name

Address

Jack L. Benson

2324 Mistletoe Drive
Fort Worth, Texas 76110-1149

Lou Ann Blaylock

601 Rivercrest Drive
Fort Worth, Texas 76107-1641

Chris Choate

815 Dunham Close
Fort Worth, Texas 76114-4170

Michael Malloy

3732 Echo Trail
Fort Worth, Texas 76109-9599

ARTICLE NINE

GOVERNING DOCUMENTS

The Certificate of Formation of the Corporation may be amended or restated from time to time by the Board of Directors of the Corporation, at a meeting of the Board of Directors duly called and held in accordance with the Corporation's adopted procedures, upon receiving a vote of a majority of the directors in office.

The Bylaws of the Corporation may be altered, amended or repealed, or new Bylaws may be adopted, upon receiving the affirmative vote of a majority of the directors in office.

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC.

ARTICLE ONE

FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC., pursuant to the provisions of Article 1396-4.06 of the Texas Non-Profit Corporation Act, hereby amends, adopts and restates its Restated Articles of Incorporation. The Articles of Incorporation and all amendments to them that are in effect to date are embodied in these Amended And Restated Articles of Incorporation.

ARTICLE TWO

The Articles of Incorporation of the corporation are hereby amended and restated by these Amended and Restated Articles of Incorporation as follows:

1. The name of the corporation is “ **FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC.** ” (the “ Corporation ”).
2. The following amendments to the Restated Articles of Incorporation of the Corporation (With Amendments) filed in the Office of the Secretary of State of Texas on December 7, 2006 under File Number 20730101 (the “ Articles ”), were adopted by the affirmative vote of a majority of the board of directors of the Corporation (the “ Board ”) at a regular meeting of the Board held on November 4, 2008, and the amendment to Articles Seven

and Nine of the Articles was approved as required by Article Nine, by the affirmative vote of a majority of the members of the Charge Conference of **FIRST UNITED METHODIST CHURCH OF FORT WORTH** (the “Church ”) at a regular meeting held on November 18, 2008:

a. **ARTICLE SEVEN is amended to read as follows:**

“ ARTICLE SEVEN

BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be the governing body of the Corporation. The number of directors shall in no event be less than three (3). The Board of Directors of the Corporation shall elect the members of its Board of Directors. The number of directors, a simple majority of which shall not be members of the Board of Trustees of The First United Methodist Church of Fort Worth, may be increased or decreased from time to time in the manner provided in the Bylaws of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent director. The number of directors constituting the current Board of Directors shall be twelve (12) and their names and addresses are as follows:

Name

Address

1. For Term of One Year

LEE BLOEMENDAL

**6956 Laurel Valley Drive
Fort Worth, Texas 76132-4460**

VERNON BRYANT, JR.	1712 Carleton Avenue Fort Worth, Texas 76107-3858
H. PAUL DORMAN	1504 Shady Oaks Lane Fort Worth, Texas 76107-3539
R. PAT EVANS	5108 Sealands Lane Fort Worth, Texas 76116-8416

Name

Address

2. For Term of Two Years:

JACK L. BENSON	2324 Mistletoe Drive, Fort Worth, Texas 76110-1149
LOU ANN BLAYLOCK	601 Rivercrest Drive Fort Worth, Texas 76107-1641
CHRIS CHOATE	4720 Collinwood Avenue Fort Worth, Texas 76107-4161
KENNETH H. JONES, JR.	6121 Merrymount Road Fort Worth, Texas 76107-3572

Name

Address

3. For Term of Three Years

BYRON R. BAIRD	6620 Long Cove Court Fort Worth, Texas 76132-4511
BEVERLEE HERD	6101 Merrymount Road Fort Worth, Texas 76107-3533

HENRY B. PAUP

**3716 Autumn Drive
Fort Worth, Texas 76109-2613**

W. R. ("BOB") WATT, JR.

**5321 Benbridge Drive
Fort Worth, Texas 76107-3207**

The directors of the Corporation may from time to time engage investment counsel, trust corporations or banks possessing trust powers and confer on any such advisor full power and authority to purchase or otherwise acquire stocks, bonds, securities and other investments on behalf of the Corporation's assets and properties at such time and for such consideration as such advisor may deem appropriate. The directors may also confer on any such advisor such other powers with respect to the Corporation's investments as the directors may deem appropriate and may authorize any such advisor to hold title to any of the Corporation's assets and properties in its own name for the benefit of the Corporation or in the name of a nominee for the benefit of the Corporation, and the directors shall have no liability whatsoever with respect to any action taken or omitted by any such advisor provided the advisor was selected with due care by the directors. The directors may remove or replace any such advisor, with or without cause, if they deem such action appropriate or necessary. "

b. ARTICLE NINE is amended to read as follows:

“ ARTICLE NINE

GOVERNING DOCUMENTS

The Articles of Incorporation of the Corporation may be amended or restated from time to time by the Board of Directors of the Corporation, at a meeting of the Board of Directors duly called and held in accordance with the Corporation's adopted procedures, upon receiving the vote of a majority of the directors in office.

The Bylaws of the Corporation may be altered, amended or repealed, or new Bylaws may be adopted, upon receiving the affirmative vote of a majority of the directors in office.

ARTICLE THREE

There are no members of the Corporation, or any members having voting rights, and each such amendment made by these Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act, and such Amended and Restated Articles of Incorporation were duly adopted in the following manner:

1. The Amended and Restated Articles of Incorporation of the Corporation were adopted by resolution of the Board which received the affirmative majority vote at a regular meeting duly called and held on November 4, 2008 pursuant to the Corporation's adopted procedures. It was also approved by the affirmative majority vote of the Charge Conference of the Church at its annual meeting held on November 18, 2008.

ARTICLE FOUR

The Articles of Incorporation and all amendments and supplements thereto are thereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended above now read in their entirety as follows:

RESTATED ARTICLES OF INCORPORATION

OF

FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC.

ARTICLE ONE

NAME

The name of the corporation is **FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC.** (the “ Corporation ”).

ARTICLE TWO

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation located in Fort Worth, Texas, organized under the Texas Non-Profit Corporation Act, Article 1396-1.01 et seq. of the Texas Revised Civil Statutes and shall have all of the powers, duties, authorizations and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation 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 THREE

DURATION

The period of the Corporation's duration is perpetual.

ARTICLE FOUR

PURPOSES

Section 4.1

The Corporation is organized and shall be operated exclusively for charitable, religious and education purposes within the meaning of Section 501(c)(3) of the Code. More particularly, the purposes of this Corporation are:

- (a) To solicit, receive, maintain and preserve (either absolutely or in trust, as trustee) gifts and bequests which are intended to benefit the First United Methodist Church of Fort Worth, an exempt organization under Section 501(c)(3) of the Code, in whole or in part.
- (b) To support, benefit, be responsive to the needs of, assist in carrying out the purposes of and to promote the ministries, programs, and activities of First United Methodist Church of Fort Worth.

Section 4.2

The Corporation is also organized to promote, encourage, and foster any other similar charitable, religious or educational activities; to accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation. Provided however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

Section 4.3

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, or any director or officer of the Corporation, or any private individual; provided, however, the Corporation shall be authorized and empowered to make reasonable payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles.

Section 4.4

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 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.

Section 4.5

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended, or corresponding provisions of any subsequent federal tax law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as amended, or corresponding provisions of any subsequent federal tax law.

Section 4.6

Notwithstanding any other provision of these Articles of Incorporation, if this Corporation shall be, or shall be deemed to be in any one year, a “ private foundation ” as described in Section 509(a) of the Code, then (a) the Corporation shall make distributions in each taxable year at such time and in such manner as not to subject the Corporation to taxation under Section 4942 of the Code, and (b) the Corporation is expressly prohibited from (i) engaging in any act of “ self-dealing ” as defined in section 4941(d) of the Code, (ii) retaining any “ excess business holdings ” as defined in Section 4943(c) of the Code, (iii) making any investments in such manner as to subject the Corporation to taxation under Section 4944 of the Code, and (iv) making any taxable expenditures as defined in Section 4945(d) of the Code.

Section 4.7

The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation’s religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE FIVE

MEMBERS

The Corporation shall have no members.

ARTICLE SIX

GOVERNANCE

The affairs of the Corporation shall be managed by its Board of Directors in accordance with Art. 1396-2.14 of the Texas Non-Profit Corporation Act.

ARTICLE SEVEN

BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be the governing body of the Corporation. The number of directors shall in no event be less than three (3). The Board of Directors of the Corporation shall elect the members of its Board of Directors. The number of directors, a simple majority of which shall not be members of the Board of Trustees of The First United Methodist Church of Fort Worth, may be increased or decreased from time to time in the manner provided in the Bylaws of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent director. The number of directors constituting the current Board of Directors shall be twelve (12) and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
1. <u>For Term of One Year</u>	
LEE BLOEMENDAL	6956 Laurel Valley Drive Fort Worth, Texas 76132-4460
VERNON BRYANT, JR.	1712 Carleton Avenue Fort Worth, Texas 6107-3858
H. PAUL DORMAN	1504 Shady Oaks Lane Fort Worth, Texas 76107-3539
R. PAT EVANS	5108 Sealands Lane Fort Worth, Texas 76116-8416

<u>Name</u>	<u>Address</u>
2. <u>For Term of Two Years:</u>	
JACK L. BENSON	2324 Mistletoe Drive Fort Worth, Texas 76110-1149
LOU ANN BLAYLOCK	601 Rivercrest Drive Fort Worth, Texas 76107-1641
CHRIS CHOATE	4720 Collinwood Avenue Fort Worth, Texas 76107-4161
KENNETH H. JONES, JR.	6121 Merrymount Road Fort Worth, Texas 76107-3572

<u>Name</u>	<u>Address</u>
3. <u>For Term of Three Years</u>	
BYRON R. BAIRD	6620 Long Cove Court Fort Worth, Texas 76132-4511
BEVERLEE HERD	6101 Merrymount Road Fort Worth, Texas 76107-3533
HENRY B. PAUP	3716 Autumn Drive Fort Worth, Texas 76109-2613
W. R. (" BOB ") WATT, JR.	5321 Benbridge Drive Fort Worth, Texas 76107-3207

The directors of the Corporation may from time to time engage investment counsel, trust corporations or banks possessing trust powers and confer on any such advisor full power and authority to purchase or otherwise acquire stocks, bonds, securities and other investments on behalf of the Corporation's assets and properties at such time and for such consideration as such advisor may deem appropriate. The directors may also confer on any such advisor such other powers with respect to the

Corporation's investments as the directors may deem appropriate and may authorize any such advisor to hold title to any of the Corporation's assets and properties in its own name for the benefit of the Corporation or in the name of a nominee for the benefit of the Corporation, and the directors shall have no liability whatsoever with respect to any action taken or omitted by any such advisor provided the advisor was selected with due care by the directors. The directors may remove or replace any such advisor, with or without cause, if they deem such action appropriate or necessary.

ARTICLE EIGHT

DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to The First United Methodist Church of Fort Worth (or its successors). In the event First United Methodist Church of Fort Worth (or its successors), is not in existence, or is not a qualified charitable organization under Section 501(c)(3) of the Code, or corresponding section of any future federal code, then said assets shall be distributed to the Central Texas Annual Conference of the United Methodist Church, and any successor organization to it, in the manner provided by The Book of Discipline of The United Methodist Church, if such organization is then in existence and is then an exempt organization under Section 501(c)(3) of the Code, or corresponding section of any future federal code. A district court of the State of Texas shall dispose of any remaining assets of the Corporation by delivering them to a religious or other similar organization or organizations that are exempt from taxation under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986 or its then counterpart. No director of the Corporation or The First United Methodist Church of Fort Worth, and no other private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

ARTICLE NINE

GOVERNING DOCUMENTS

The Articles of Incorporation of the Corporation may be amended or restated from

time to time by the Board of Directors of the Corporation, at a meeting of the Board of Directors duly called and held in accordance with the Corporation's adopted procedures, upon receiving the vote of a majority of the directors in office.

The Bylaws of the Corporation may be altered, amended or repealed, or new Bylaws may be adopted, upon receiving the affirmative vote of a majority of the directors in office.

ARTICLE TEN

INDEMNIFICATION

To the maximum extent permitted or required by Article 1396-2.22A of the Texas Non-Profit Corporation Act, as it now exists or as it may be amended in the future, the Corporation shall indemnify and advance expenses to persons who are officers, directors, employees, agents, or other persons identified in Article 1396-2.22A, for amounts such person pay or will pay directly. The Corporation shall not indemnify or advance expenses to such persons for any amount paid by a third party pursuant to a plan or contract of insurance.

ARTICLE ELEVEN

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation is 750 West 5th Street, Fort Worth, Texas 76102-3621, and the name of the initial registered agent at such address is **SID JOHNSTON**.

ARTICLE TWELVE

CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other

sources of legal authority shall refer to the authority cited, or their successors, as they may be amended from time to time.

Dated: November 4, 2008

**FIRST METHODIST CHURCH OF FORT
WORTH FOUNDATION, INC.**

By: 
KENNETH H. JONES, JR.,
its President

First Methodist Church of Fort Worth Foundation, Inc.

Resolution of Board of Directors

December 16, 2014

At a regularly scheduled and called meeting of the Board of Directors of First Methodist Church of Fort Worth Foundation, Inc. on December 16, 2014, where a quorum was present, the following Resolution was presented and after discussion was approved by majority vote:

BE IT RESOLVED that the Board of Directors has concluded that it is in the best interest of the Corporation that ARTICLE SEVEN and ARTICLE NINE of the Articles of Incorporation now identified as Certificate of Formation and ARTICLE THREE, Sections 3.3 and 3.4 and ARTICLE NINE of the Bylaws should be amended to read as follows:

CERTIFICATE OF FORMATION

“ARTICLE SEVEN

BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be the governing body of the Corporation. The number of directors shall in no event be less than three (3). The Board of Directors shall have the sole and exclusive right to elect the Board of Directors. The number of directors, a simple majority of which shall not be members of the Board of Trustees of The First United Methodist Church of Fort Worth, may be increased or decreased from time to time in the manner provided in the Bylaws of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent director. The number of directors constituting the current Board of Directors shall be twelve (12). The names, addresses and the terms of the board members as of this date are as follows:

1. For Term One Year-2014

Name

Address

Byron R. Baird

6817 Saint Andrews Ct.
Fort Worth, Texas 76132-4596

Beverlee B. Herd

6101 Merrymount Road
Fort Worth, Texas 76107-3533

Henry B. Paup

3716 Autumn Drive
Fort Worth, Texas 76109-2613

W.R. "Bob" Watt, Jr.

5321 Benbridge Drive
Fort Worth, Texas 76107-3207

2. For Term Two Years—2015

Name

Address

Lee Bloemendal

6956 Laurel Valley Drive
Fort Worth, Texas 76132-4460

Vernon Bryant, Jr.

1712 Carleton Avenue
Fort Worth, Texas 76107-3858

Richard DeBerry

1932 Rockridge Ter.
Fort Worth, Texas 76110-6636

John Maddux

6363 Newport Ct.
Fort Worth, Texas 76116-1606

3. For Term Three Years—2016

Name

Address

Jack L. Benson

2324 Mistletoe Drive
Fort Worth, Texas 76110-1149

Lou Ann Blaylock

601 Rivercrest Drive
Fort Worth, Texas 76107-1641

Chris Choate

815 Dunham Close
Fort Worth, Texas 76114-4170

Michael Malloy

3732 Echo Trail
Fort Worth, Texas 76109-9599"

“ARTICLE NINE

GOVERNING DOCUMENTS

The Certificate of Formation of the Corporation may be amended or restated from time to time by the Board of Directors of the Corporation, at a meeting of the Board of Directors duly called and held in accordance with the Corporation’s adopted procedures, upon receiving a vote of a majority of the directors in office.

The Bylaws of the Corporation may be altered, amended or repealed, or new Bylaws may be adopted, upon receiving the affirmative vote of a majority of the directors in office.”

BYLAWS

“ARTICLE THREE

BOARD OF DIRECTORS

Section 3.3 Term of Office

The directors of the Corporation shall be those persons named in the Amended Certificate of Formation as the directors. The Board of Directors shall be divided into three (3) classes. The first one-third of the Board of Directors shall be class one and shall serve a one year term after the date of their election; the second third of the Board of Directors shall be class two and shall serve a two year term after the date of their election; the remaining third of the Board of Directors shall be class three and shall serve a three year term after the date of their election. Upon the expiration of the term of a class of directors, a new class of directors shall be elected. All newly elected directors shall serve for a three year term, and successive three year terms if re-elected and until such director’s successor is elected and qualified, or until such director’s earlier death, resignation, retirement, disqualification, or removal from office.

Section 3.4 Filing of Vacancies

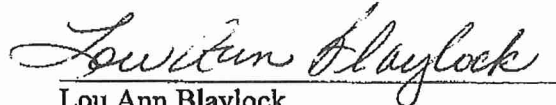
The Board of Directors of the Corporation shall fill any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification or removal from office of any director during the calendar year. Any director elected or appointed to fill a vacancy shall hold office for the remainder of the vacated term or newly elected term and until such director’s successor is chosen and qualified, or until such director’s earlier death, resignation, retirement, disqualification or removal from office.”

“ARTICLE NINE

AMENDMENTS

In accordance with Section 22.102(c) the Board of Directors has authority to amend or repeal these Bylaws.”

EXECUTED this 16th day of December, 2014, by Lou Ann Blaylock, President of the Board of Directors.

A handwritten signature in cursive script, reading "Lou Ann Blaylock", written over a horizontal line.

Lou Ann Blaylock
President, Board of Directors



ORIGINAL

Office of the Secretary of State

December 08, 2006

Attn: Sid Johnston

First Methodist Church of Fort Worth
750 West Fifth Street
Fort Worth, TX 76102 USA

RE: FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC.
File Number: 20730101

It has been our pleasure to file the restated articles for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555

Enclosure



ORIGINAL

Office of the Secretary of State

**CERTIFICATE OF RESTATED ARTICLES
OF**

**FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC.
20730101**

The undersigned, as Secretary of State of Texas, hereby certifies that the Restated Articles for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Restated Articles.

Dated: 12/07/2006

Effective: 12/07/2006



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

ORIGINAL

FILED
In the Office of the
Secretary of State of Texas

DEC 07 2006

Corporations Section

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC.

ARTICLE ONE

FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC., pursuant to the provisions of Article 1396-4.06 of the Texas Non-Profit Corporation Act, hereby amends, adopts and restates its Restated Articles of Incorporation. The Articles of Incorporation and all amendments to them that are in effect to date are embodied in these Amended And Restated Articles of Incorporation.

ARTICLE TWO

The Articles of Incorporation of the corporation are hereby amended and restated by these Amended and Restated Articles of Incorporation as follows:

1. The name of the corporation is “ **FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC.** ” (the “ Corporation ”).
2. The following amendments to the Restated Articles of Incorporation of the Corporation (With Amendments) filed in the Office of the Secretary of State of Texas on March 1, 1999 under Charter Number 00207301-01 (the “ Articles ”), were adopted by the affirmative vote of a majority of the board of directors of the Corporation (the “ Board ”) at a regular meeting of the Board held on November 14, 2006, and the amendment to Article Seven of the Articles was approved as required by Article Nine, by the

affirmative vote of a majority of the members of the Charge Conference of **FIRST UNITED METHODIST CHURCH OF FORT WORTH, INC.** (the “ Church ”) at a regular meeting held on November 14, 2006:

a. **ARTICLE SEVEN is amended to read as follows:**

“ ARTICLE SEVEN

BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be the governing body of the Corporation. The number of directors shall in no event be less than three (3). The Charge Conference of The First United Methodist Church of Fort Worth shall have the sole and exclusive right to elect the Board of Directors. The number of directors, a simple majority of which shall not be members of the Board of Trustees of The First United Methodist Church of Fort Worth, may be increased or decreased from time to time in the manner provided in the Bylaws of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent director. The number of directors constituting the current Board of Directors shall be twelve (12) and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
1. <u>For Term of One Year</u>	
JACK L. BENSON	2324 Mistletoe Drive, Fort Worth, Texas 76110-1149
LOU ANN BLAYLOCK	601 Rivercrest Drive Fort Worth, Texas 76107-1641
CHRIS CHOATE	4720 Collinwood Avenue Fort Worth, Texas 76107-4161

KENNETH JONES, JR. **6121 Merrymount Road**
Fort Worth, Texas 76107-3572

Name

Address

2. For Term of Two Years:

BYRON R. BAIRD **6620 Long Cove Court**
Fort Worth, Texas 76132-4511

BEVERLEE HERD **6101 Merrymount Road**
Fort Worth, Texas 76107-3533

HENRY B. PAUP **3716 Autumn Drive**
Fort Worth, Texas 76109-2613

W. R. ("BOB") WATT, JR. **5321 Benbridge Drive**
Fort Worth, Texas 76107-3207

Name

Address

3. For Term of Three Years

LEE BLOEMENDAL **6956 Laurel Valley Drive**
Fort Worth, Texas 76132-4460

VERNON BRYANT, JR. **1712 Carleton Avenue**
Fort Worth, Texas 76107-3858

H. PAUL DORMAN **1504 Shady Oaks Lane**
Fort Worth, Texas 76107-3539

R. PAT EVANS **5108 Sealands Lane**
Fort Worth, Texas 76116-8416

The directors of the Corporation may from time to time engage investment counsel, trust corporations or banks possessing trust powers and confer on any such advisor full power and authority to purchase or otherwise acquire stocks, bonds, securities and other investments on behalf of the Corporation's assets and properties at such time and for such consideration as such advisor may deem appropriate. The directors may also confer on any such advisor such other powers with respect to the Corporation's investments as the directors may deem appropriate and may authorize any such advisor to hold title to any of the Corporation's assets and properties in its own name for the benefit of the Corporation or in the name of a nominee for the benefit of the Corporation, and the directors shall have no liability whatsoever with respect to any action taken or omitted by any such advisor provided the advisor was selected with due care by the directors. The directors may remove or replace any such advisor, with or without cause, if they deem such action appropriate or necessary. ”

b. ARTICLE ELEVEN is amended to read as follows:

“ ARTICLE ELEVEN

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation is 750 West 5th Street, Fort Worth, Texas 76102-3621, and the name of the initial registered agent at such address is **SID JOHNSTON.** ”

ARTICLE THREE

There are no members of the Corporation, or any members having voting rights, and each such amendment made by these Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit

Corporation Act, and such Amended and Restated Articles of Incorporation were duly adopted in the following manner:

1. The Amended and Restated Articles of Incorporation of the Corporation were adopted by resolution of the Board which received the affirmative majority vote at a regular meeting duly called and held on November 14, 2006 pursuant to the Corporation's adopted procedures. It was also approved by the affirmative majority vote of the Charge Conference of the Church at its annual meeting held on November 14, 2006.

ARTICLE FOUR

The Articles of Incorporation and all amendments and supplements thereto are thereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended above now read in their entirety as follows:

RESTATED ARTICLES OF INCORPORATION

OF

FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC.

ARTICLE ONE

NAME

The name of the corporation is **FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC.** (the " Corporation ").

ARTICLE TWO

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation located in Fort Worth, Texas, organized under the Texas Non-Profit Corporation Act, Article 1396-1.01 et seq. of the Texas Revised Civil Statutes and shall have all of the powers, duties, authorizations and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation 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 THREE

DURATION

The period of the Corporation's duration is perpetual.

ARTICLE FOUR

PURPOSES

Section 4.1

The Corporation is organized and shall be operated exclusively for charitable, religious and education purposes within the meaning of Section 501(c)(3) of the Code. More particularly, the purposes of this Corporation are:

- (a) To solicit, receive, maintain and preserve (either absolutely or in

trust, as trustee) gifts and bequests which are intended to benefit the First United Methodist Church of Fort Worth, an exempt organization under Section 501(c)(3) of the Code, in whole or in part.

(b) To support, benefit, be responsive to the needs of, assist in carrying out the purposes of and to promote the ministries, programs, and activities of First United Methodist Church of Fort Worth.

Section 4.2

The Corporation is also organized to promote, encourage, and foster any other similar charitable, religious or educational activities; to accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation. Provided however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

Section 4.3

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, or any director or officer of the Corporation, or any private individual; provided, however, the Corporation shall be authorized and empowered to make reasonable payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles.

Section 4.4

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 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.

Section 4.5

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation ex-

empt from federal income tax under Section 501(c)(3) of the Code, as amended, or corresponding provisions of any subsequent federal tax law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as amended, or corresponding provisions of any subsequent federal tax law.

Section 4.6

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

Section 4.7

The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE FIVE

MEMBERS

The Corporation shall have no members.

ARTICLE SIX

GOVERNANCE

The affairs of the Corporation shall be managed by its Board of Directors in accordance with Art. 1396-2.14 of the Texas Non-Profit Corporation Act.

ARTICLE SEVEN

BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be the governing body of the Corporation. The number of directors shall in no event be less than three (3). The Charge Conference of The First United Methodist Church of Fort Worth shall have the sole and exclusive right to elect the Board of Directors. The number of directors, a simple majority of which shall not be members of the Board of Trustees of The First United Methodist Church of Fort Worth, may be increased or decreased from time to time in the manner provided in the Bylaws of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent director. The number of directors constituting the current Board of Directors shall be twelve (12) and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
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<u>Name</u>	<u>Address</u>
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R. PAT EVANS	5108 Sealands Lane Fort Worth, Texas 76116-8416

The directors of the Corporation may from time to time engage investment counsel, trust corporations or banks possessing trust powers and confer on any such

advisor full power and authority to purchase or otherwise acquire stocks, bonds, securities and other investments on behalf of the Corporation's assets and properties at such time and for such consideration as such advisor may deem appropriate. The directors may also confer on any such advisor such other powers with respect to the Corporation's investments as the directors may deem appropriate and may authorize any such advisor to hold title to any of the Corporation's assets and properties in its own name for the benefit of the Corporation or in the name of a nominee for the benefit of the Corporation, and the directors shall have no liability whatsoever with respect to any action taken or omitted by any such advisor provided the advisor was selected with due care by the directors. The directors may remove or replace any such advisor, with or without cause, if they deem such action appropriate or necessary.

ARTICLE EIGHT

DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to The First United Methodist Church of Fort Worth (or its successors). In the event First United Methodist Church of Fort Worth (or its successors), is not in existence, or is not a qualified charitable organization under Section 501(c)(3) of the Code, or corresponding section of any future federal code, then said assets shall be distributed to the Central Texas Annual Conference of the United Methodist Church, and any successor organization to it, in the manner provided by The Book of Discipline of The United Methodist Church, if such organization is then in existence and is then an exempt organization under Section 501(c)(3) of the Code, or corresponding section of any future federal code. A district court of the State of Texas shall dispose of any remaining assets of the Corporation by delivering them to a religious or other similar organization or organizations that are exempt from taxation under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986 or its then counterpart. No director of the Corporation or The First United Methodist Church of Fort Worth, and no other private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

ARTICLE NINE

GOVERNING DOCUMENTS

The Articles of Incorporation of the Corporation may be amended or restated from time to time by the Board of Directors of the Corporation, at a meeting of the Board of Directors duly called and held in accordance with the Corporation's adopted procedures, upon receiving the vote of a majority of the directors in office; provided, however, the Charge Conference of The First United Methodist Church of Fort Worth, Texas, shall have the sole and exclusive power to amend or repeal Article Four and Article Seven.

The Bylaws of the Corporation may be altered, amended or repealed, or new Bylaws may be adopted, upon receiving the affirmative vote of a majority of the directors in office.

ARTICLE TEN

INDEMNIFICATION

To the maximum extent permitted or required by Article 1396-2.22A of the Texas Non-Profit Corporation Act, as it now exists or as it may be amended in the future, the Corporation shall indemnify and advance expenses to persons who are officers, directors, employees, agents, or other persons identified in Article 1396-2.22A, for amounts such person pay or will pay directly. The Corporation shall not indemnify or advance expenses to such persons for any amount paid by a third party pursuant to a plan or contract of insurance.

ARTICLE ELEVEN

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation is 750 West 5th Street, Fort Worth, Texas 76102-3621, and the name of the initial registered agent at such address is **SID JOHNSTON**.

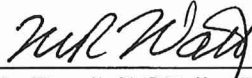
ARTICLE TWELVE

CONSTRUCTION

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

Dated: November 15, 2006

**FIRST METHODIST CHURCH OF FORT
WORTH FOUNDATION, INC.**

By: 
W. R. "BOB" WATT, JR.,
its President

**RESOLUTIONS ADOPTED BY THE CHARGE CONFERENCE OF
FIRST UNITED METHODIST CHURCH OF FORT WORTH, INC.**

WHEREAS, Article Nine of the Articles of Incorporation and Article Nine of the By-Laws of FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC., a Texas non-profit corporation (the “ Foundation ”) each require that the Charge Conference of FIRST UNITED METHODIST CHURCH OF FORT WORTH, INC., a Texas non-profit (the “ Church ”) approve any amendment to Article Seven of the Articles of Incorporation of the Foundation pertaining to, among other things, the number of directors of the Foundation; and

WHEREAS, the Board of Directors of the Foundation has voted to increase the number of its directors from nine (9) to twelve (12) and requested the Charge Conference to approve the change; and

WHEREAS, the Charge Conference of the Church has agreed to to the amendment;

NOW, THEREFORE, BE IT:

“ **RESOLVED**, That the Charge Conference of FIRST UNITED METHODIST CHURCH OF FORT WORTH, INC. approve the amendment to the Articles of Incorporation of FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC. for the purpose of increasing the number of members of its Board of Directors from nine (9) to twelve (12). ”

“ **BE IT FURTHER RESOLVED**, That the Foundation be authorized to proceed with the amendment of its Articles of Incorporation to provide for the increase in the number of its directors from nine (9) to twelve (12) ”.

Approved November 15, A. D. 2006 by the affirmative vote of the
vote of the Charge Conference of FIRST UNITED METHODIST CHURCH OF
FORT WORTH, INC.



Secretary of the Charge Conference