



Office of the Secretary of State

CERTIFICATE OF FILING OF

SOUTHSIDE PLACE COMMUNITY GARDEN
File Number: 801862968

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation 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.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 10/07/2013

Effective: 10/07/2013



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

OCT 07 2013

Corporations Section

**CERTIFICATE OF FORMATION
OF
SOUTHSIDE PLACE COMMUNITY GARDEN
(A Non-Profit Corporation)**

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation ("*Corporation*") under the Texas Business Organizations Code, do hereby adopt the following Certificate of Formation for such Corporation:

ARTICLE ONE

Name

The name of the Corporation is SOUTHSIDE PLACE COMMUNITY GARDEN.

ARTICLE TWO

Type

The Corporation is a nonprofit corporation.

ARTICLE THREE

Purposes

Section 3.01. The purpose for which the Corporation is organized is to operate exclusively for charitable, educational, scientific, and religious purposes, or any of such purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (the "*Code*").

Section 3.02. The mission of the Southside Place Community Garden is to create a community garden where the residents of the City of Southside Place and nearby communities come together to work as a group to build a garden and to grow primarily produce to provide healthy organic foods to our residents and to help meet the dietary needs of the hungry in the greater Houston area by donating our anticipated surplus production to local food pantries. Secondary benefits of the organization/garden include: beautifying an unused parcel of city-owned land, fostering relationships among neighbors in our community, providing productive activity for our retired residents, and providing educational opportunities for the community.

Section 3.03. Notwithstanding any other provision of this Certificate of Formation:

a. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation. No director or officer shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Provided, however, that reasonable compensation may be paid for services rendered to or for services rendered for the Corporation effecting one or more of its purposes. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under 170(c)(2) of the Code.

c. Upon dissolution of the Corporation or the winding up of its affairs, as directed by the Board of Directors, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

d. The Corporation is organized pursuant to Chapters 2 and 22 of the Texas Business Organizations Code and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(3) of the Code.

ARTICLE FOUR

Membership

The Corporation shall have no members.

ARTICLE FIVE

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 3755 Jardin, Houston, Texas 77005, and the name of the initial registered agent at such address is Bryan W. Baker.

ARTICLE SIX

Management

The management of the affairs of the Corporation is vested in the Board of Directors. The number of Directors may change from time to time, provided, however, that the number of Directors shall never be less than three (3). The names and addresses of those people who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Julia Babcock	3748 Jardin Houston, Texas 77005
Bryan Baker	3755 Jardin Houston, Texas 77005
Amy Bryant	6441 Edloe Houston, Texas 77005

Linda Burdine

3736 Darcus
Houston, Texas 77005

Patricia Tilton

3739 Harper
Houston, Texas 77005

ARTICLE SEVEN

Indemnification of Directors and Officers

To the fullest extent permitted by Texas law, each Director and each officer or former Director or officer shall be indemnified and advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE EIGHT

Limitation On Scope Of Liability

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves gross negligence, the intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Directors for which liability is expressly provided for by statute.

ARTICLE NINE


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.

ARTICLE TEN
Organizer

The name of the organizer is Bryan W. Baker and the address of the organizer is 3755 Jardin,
Houston, Texas 77005.

IN WITNESS WHEREOF, the undersigned being the organizer of the Corporation has duly
executed this Certificate to be effective when filed by the secretary of state, and thereby affirms that
the person designated as registered agent has consented to the appointment.


Bryan W. Baker, Organizer