

RESTATED CERTIFICATE OF FORMATION
FOR
HIGHLAND PARK PRESBYTERIAN CHURCH

ARTICLE ONE

Highland Park Presbyterian Church, pursuant to the provisions of Sections 3.057, 3.058, 3.059, 3.061 and 22.105 of the Texas Business Organizations Code, hereby adopts a Restated Certificate of Formation which accurately incorporates its former Restated Articles of Incorporation and all amendments thereto that are in effect as of this date and further amends those Restated Articles of Incorporation as hereinafter set forth, and which contains no other change in any provision thereof.

ARTICLE TWO

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

- A. Article II is amended in part to expand upon the powers of the corporation.
- B. Article III is amended in part to clarify the purposes of the corporation and to make minor changes in wording.
- C. Article IV is amended in part to change the registered agent of the corporation.
- D. Article VI is amended in part to provide that the management of the Corporation shall be vested in the Session of the Corporation, and to list the names and addresses of current members of the Session.
- E. Article VII is amended in its entirety to vest the authority to amend the Restated Certificate of Formation and Bylaws of the corporation in its members, in accordance with the procedures set forth in Article VII.
- F. Article VIII is amended in part to make changes in wording.

- G. Article IX is deleted in its entirety, and is replaced by new Article IX that addresses the rights and obligations of the members of the corporation.
- H. Article X is amended in part to clarify the limitations on the liability of the members of the Session.
- I. Article XI is amended in part to clarify the procedures in the event the corporation is dissolved.
- J. New Articles XII and XIII are added that shall: (i) provide for indemnification of members of the Session, officers and other representatives of the corporation; and (ii) set forth prohibitions on political activity and limitations on legislative activity.

ARTICLE THREE

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 governing documents of the corporation. Such Restated Certificate of Formation, including each such amendment, was duly adopted at a meeting of the members of the corporation held on August 16, 2020, at which a quorum was present, such Restated Certificate of Formation having received at least two-thirds (2/3) of the votes which the members present at such meeting were entitled to cast.

ARTICLE FOUR

The Restated Articles of Incorporation of Highland Park Presbyterian 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 PRESBYTERIAN CHURCH

ARTICLE I
NAME

The name of the corporation is Highland Park Presbyterian Church (the “Corporation”).

ARTICLE II
POWERS

The Corporation is a nonprofit corporation and shall have all the powers, duties, authorizations and responsibilities as provided for nonprofit corporations in the Texas Business Organizations Code (the “TBOC”). 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 (herein collectively called the “Internal Revenue Code”).

ARTICLE III
PURPOSES

The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Code. In furtherance of such purposes, the Corporation is affiliated with the Presbyterian denomination ECO: A Covenant Order of Evangelical Presbyterians, is part of the ECO Presbytery of Texas, and shall maintain one or more places of public worship and shall engage in such other religious, charitable and educational activities as may be appropriate to witness the Lordship of Jesus

Christ. The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The address of the current registered office of the Corporation is 3821 University Boulevard, Dallas, Texas 75205, and the name of its current registered agent at such address is Sarah Good.

ARTICLE V
DURATION

The period of the Corporation's duration is perpetual.

ARTICLE VI
SESSION

The Session of the Corporation shall be the governing body of the Corporation. The Session has ultimate authority for all aspects of the life and ministry of the Corporation. The number of Session members may be changed from time to time in the manner provided in the Bylaws of the Corporation, but in no event shall there be less than three (3) Session members. The number of Session members is presently 27 and their names and addresses are set forth in Exhibit A attached to this Restated Certificate of Formation.

ARTICLE VII
GOVERNING DOCUMENTS

The power to approve any alteration, amendment or repeal of the Bylaws of the Corporation shall be vested in its members in accordance with Section 22.102(c)(1) of the Texas Business Organizations Code. The power to approve any alteration or amendment of this Restated Certificate of Formation also shall be vested in the members of the Corporation. Any such approvals shall require the affirmative vote of at least 2/3 of the Covenant Partners (as such

term is defined in the Bylaws) present at a meeting of members at which a quorum is present. Notwithstanding the foregoing provisions of this Article, the power to initiate any amendment or restatement of this Restated Certificate of Formation, and to initiate any alteration, amendment or repeal of these Bylaws, shall be vested solely in the Session, and shall require the affirmative vote of at least two-thirds (2/3) of the voting members of the Session then in office. The members of the Corporation shall have no power or authority to initiate any such amendment, restatement, alteration or repeal.

ARTICLE VIII NO PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation, member of the Session, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes), and no member of the Corporation, member of the Session, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets in the event of the dissolution of the Corporation.

ARTICLE IX MEMBERS

The Corporation shall have members, who shall be all of the baptized members and covenant partner members listed on the active rolls of the congregation of Highland Park Presbyterian Church, as assessed and modified from time to time. The rights, duties and obligations of the members of the Corporation shall be set forth in the Bylaws.

ARTICLE X
LIMITATION OF LIABILITY

A member of the Session of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for any act or omission in such member of the Session's capacity as a member of the Session, except that this Article does not authorize the elimination or limitation of the liability of a member of the Session for: (i) a breach of a member of the Session's duty of loyalty to the Corporation or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the member of the Session to the Corporation or its members or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the member of the Session received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the member of the Session's office; or (iv) an act or omission for which the liability of the member of the Session is expressly provided for by an applicable statute. The foregoing elimination of liability shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a member of the Session may be entitled under any other provision of the Restated Certificate of Formation or Bylaws of the Corporation, contract or agreement, vote of the members of the Corporation, vote of the members of the Session, 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 Session existing at the time of such repeal or amendment. In addition to the circumstances in which a member of the Session is not personally liable as set forth in the foregoing provisions of this Article, a member of the Session shall not be liable to the full 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 Session.

**ARTICLE XI
DISSOLUTION**

In the event the Corporation is dissolved, all of its liabilities and obligations shall be paid, satisfied and discharged, and all of its assets and property then remaining shall be distributed to such organizations which are operated exclusively for religious, charitable or educational purposes and that shall qualify as exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code, as the Session of the Corporation shall recommend and the members of the Corporation shall approve, pursuant to a plan of distribution recommended by the Session and adopted by the members.

**ARTICLE XII
INDEMNIFICATION**

Chapter 8 of the TBOC permits a corporation to indemnify its governing persons, former governing persons and delegates to the extent and under the circumstances set forth therein. The Corporation hereby elects to and shall indemnify and hold harmless any present or former members of the Session or officers of the Corporation (each, a "Covered Person") against any judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses, including attorneys' fees; imposed upon or reasonably incurred by such Covered Person in connection with any claim or lawsuit imposed by reason of said Covered Person having been a member of the Session or officer to the full extent permitted by Chapter 8 of the TBOC, or the corresponding provision or provisions of any successor statute. Such indemnification shall be provided promptly upon request of any such Covered Person making a request for indemnity hereunder. The Corporation shall advance or pay the reasonable expenses (including attorneys' fees) incurred by any Covered Person in defending any civil, criminal, administrative or investigative action, suit or proceeding to the fullest extent permitted by the

TBOC and subject to the conditions thereof. The Corporation may indemnify, hold harmless and advance expenses to any present or former employee or agent of the Corporation, or any other person serving at the request of the Corporation, to the same extent that is required to indemnify, hold harmless and advance expenses to a Covered Person under this Article. The provisions of this Article shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which the Corporation's Session members, officers, agents or employees may be entitled under any statute, bylaw, agreement, vote of the Session, vote of the members of the Corporation, principle of law or otherwise. In all events, the indemnification described herein shall be limited to the assets of the Corporation and proceeds of any applicable insurance.

ARTICLE XIII
POLITICAL AND LEGISLATIVE ACTIVITIES

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, 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.

IN WITNESS WHEREOF, this Restated Certificate of Formation has been executed on this _____ day of _____, 2020, by the undersigned officer, thereunto duly authorized.

HIGHLAND PARK PRESBYTERIAN CHURCH

By:_____

Exhibit A

Restated Certificate of Formation
of
Highland Park Presbyterian Church

<u>Name</u>	<u>Address</u>
Kurt Alexander	3821 University Boulevard Dallas, Texas 75205
Cynthia Beecherl	3821 University Boulevard Dallas, Texas 75205
Nelson Bell	3821 University Boulevard Dallas, Texas 75205
Vic Bloede	3821 University Boulevard Dallas, Texas 75205
Dylan Bramhall	3821 University Boulevard Dallas, Texas 75205
Marie Crow	3821 University Boulevard Dallas, Texas 75205
Vuong Dao	3821 University Boulevard Dallas, Texas 75205
Bryan Dunagan	3821 University Boulevard Dallas, Texas 75205
Bob Glasgow	3821 University Boulevard Dallas, Texas 75205
Thornton Hardie III	3821 University Boulevard Dallas, Texas 75205
Sharon Johnson	3821 University Boulevard Dallas, Texas 75205
Karen Konker	3821 University Boulevard Dallas, Texas 75205
Jay Lee	3821 University Boulevard Dallas, Texas 75205
Winnie Lee	3821 University Boulevard Dallas, TX 75205
Schuyler B. Marshall IV	3821 University Boulevard Dallas, Texas 75205

Tad McIntosh	3821 University Boulevard Dallas, Texas 75205
Jed Melson	3821 University Boulevard Dallas, Texas 75205
Monty Montgomery	3821 University Boulevard Dallas, Texas 75205
Ted Munselle	3821 University Boulevard Dallas, Texas 75205
Mark Nall	3821 University Boulevard Dallas, Texas 75205
Susanna Ogden	3821 University Boulevard Dallas, Texas 75205
Becky Paterik	3821 University Boulevard Dallas, Texas 75205
Neil Rambin	3821 University Boulevard Dallas, Texas 75205
Brian Robison	3821 University Boulevard Dallas, Texas 75205
Nancy Seay	3821 University Boulevard Dallas, Texas 75205
Doug Smith	3821 University Boulevard Dallas, Texas 75205
Pete Townsend	3821 University Boulevard Dallas, Texas 75205