



Office of the Secretary of State

CERTIFICATE OF FILING OF

LUTHERAN VIA DE CRISTO OF NORTH TEXAS
File Number: 801098694

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: 03/16/2009

Effective: 03/16/2009



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

MAR 16 2009

**CERTIFICATE OF FORMATION
(Nonprofit Corporation)**

of

Corporations Section

LUTHERAN VIA DE CRISTO OF NORTH TEXAS

The undersigned, acting as organizer of a nonprofit corporation under the Texas Non-Profit Corporation Law (the "TNPCL"), does hereby adopt the following Certificate of Formation for such Corporation:

ARTICLE ONE

ENTITY NAME AND TYPE

The filing entity being formed is a nonprofit corporation. The name of the corporation is LUTHERAN VIA DE CRISTO OF NORTH TEXAS (the "Corporation").

ARTICLE TWO

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSES AND POWERS

Section 1. **Purpose.** The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, for such purposes:

(a) Guiding, conducting, and coordinating all phases of the Via de Cristo Movement within the geographical area encompassed by the Northern Texas-Northern Louisiana Synod of the Evangelical Lutheran Church in America (the "ELCA").

(b) Receiving and maintaining a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific or educational purposes either directly or by contributions to organizations that qualify as exempt

organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), and meet the qualifications of V.T.C.A. Tax Code §§151.310 and 171.063 or other applicable section, as amended (or the corresponding provision of any future Texas law).

Section 2. Powers. Subject to any specific written limitations or restrictions imposed by the TPNCL, by other law, or by this Certificate of Formation, and solely in furtherance thereof, but not in addition to the limited purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all of the powers specified in the TNPCL, which powers are not inconsistent with this Certificate of Formation.

Section 3. Restrictions on Powers. Notwithstanding any other provision of this Certificate of Formation, the Corporation shall not engage, participate or intervene in or otherwise conduct 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. Furthermore, the Corporation shall not engage in or otherwise participate in any activities that would result in the Corporation being characterized as an "action" organization as defined in the Code and related regulations, rulings and procedures. 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.

ARTICLE FOUR

MEMBERS

Section 1. Members. The Corporation shall have one or more classes of Members as determined in accordance with the Bylaws of the Corporation.

Section 2. Voting. In the exercise of voting privileges, each Member of the Corporation shall be entitled to one (1) vote. In all elections of Directors of the Corporation, cumulative voting is expressly prohibited. With respect to any action to be taken by the Members of the Corporation as to any matter, other than the election of Directors, the affirmative vote of a majority of the Members entitled to vote thereon and represented in person or by proxy at a meeting of the Members at which a quorum is present shall be sufficient to authorize, affirm, ratify or consent to such action. A quorum of the Members shall be the number of Members present at any meeting for which notice has been given even if such number is less than one-tenth (1/10th) of the number of Members of the Corporation. Any action required by the TNPCL to be taken at any annual or special meeting of the Members may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by a majority of the Members of the Corporation entitled to vote thereon. Prompt notice of the taking of any action by the Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

ARTICLE FIVE

REGISTERED AGENT AND OFFICE

Section 1. Registered Agent. The initial registered agent of the Corporation is an individual resident of the State of Texas whose name is Alice F. Allison.

Section 2. Registered Office. The address of the initial registered office of the Corporation is 8724 Irongate Dr., North Richland Hills, TX 76180.

ARTICLE SIX

MANAGEMENT AND DIRECTORS

Section 1. Board of Directors. The business and affairs of the Corporation shall be managed by or be under the direction of the Board of Directors of the Corporation. The initial Board of Directors shall consist of three (3) members who need not be residents of the State of Texas. The number of Directors of the Corporation shall be determined in the manner provided in, and may from time to time be changed in

accordance with, the Bylaws of the Corporation and the TNPCL provided, however, in no event shall the Board of Directors consist of less than three (3) members.

Section 2. Names and Addresses. The names and addresses of the persons who are to serve as Directors until their successors are elected and qualified in accordance with the Bylaws of the Corporation, or until their earlier death, resignation, or removal are as follows:

NAME	ADDRESS	CITY, STATE
Alice F. Allison	8724 Irongate Dr.	North Richland Hills, TX 76180
James Bingaman	1401 Lakeview Blvd.	Denton, TX 76208
Kathleen E. Hunt	7449 N. Richland Blvd.	North Richland Hills, TX 76180

Section 3. Limitations on Liability of Directors. No Director of the Corporation shall be personally liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director; provided, however, that the foregoing provision shall not eliminate or limit the liability of a Director to the extent a Director is found liable for (a) a breach of the Director's duty of loyalty to the Corporation, (b) an act or omission not in good faith that constitutes a breach of duty of the Director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law, (c) a transaction from which the Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office, or (d) an act or omission for which the liability of the Director is expressly provided by an applicable statute. The foregoing elimination or limitation of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability, or indemnity to which a Director may be entitled under any other provisions of the Articles of Incorporation or Bylaws of the Corporation, contract or agreement, principle of law, or otherwise.

If the TNPCL or other applicable provision of Texas law hereafter is amended to authorize further elimination or limitation of the liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation on the personal liability provided herein, shall be limited to the fullest extent permitted by the TNPCL or other applicable provision of Texas law as amended. Any

repeal or modification of this Section 3 shall be prospective only, and shall not adversely affect any limitation on the personal liability, of a Director of the Corporation existing at the time of such repeal or modification.

Section 4. Action Without Meeting. Any action required by the TNPCL to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or any committee thereof, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number of Directors or committee members as would be necessary to take that action at a meeting at which all of the Directors or committee members were present and voted. Prompt notice of the taking of any action by the Directors or committee members without a meeting by less than unanimous written consent shall be given to those Directors or committee members who did not consent in writing to the action.

ARTICLE SEVEN

PROHIBITION OF INUREMENT OF BENEFITS

No dividends shall ever be paid by the Corporation and no part of its net earnings shall be distributed to or inure to the benefit of the Directors, officers or employees of the Corporation, or any private individual, 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 Article Three hereof.

ARTICLE EIGHT

RESTRICTIONS ON OPERATIONS

Section 1. Distribution of Income. The Corporation, if it is classified as a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code.

Section 2. Prohibition of Self-Dealing. The Corporation, if it is classified as a private foundation, shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

Section 3. **Prohibition of Excess Business Holdings.** The Corporation, if it is classified as a private foundation, shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

Section 4. **Prohibited Investments.** The Corporation, if it is classified as a private foundation, shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

Section 5. **Prohibited Taxable Expenditures.** The Corporation, if it is classified as a private foundation, shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE NINE

DISTRIBUTION OF ASSETS UPON WINDING UP

Upon the winding up of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the debts, claims and liabilities of the Corporation, the property of the Corporation shall be applied and distributed as follows:

(1) property held by the Corporation on a condition requiring return, transfer, or conveyance because of the winding up or termination of the Corporation shall be returned, transferred, or conveyed in accordance with that requirement; and

(2) the remaining property of the Corporation shall be distributed exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

ARTICLE TEN

INDEMNIFICATION

Section 1. **Indemnification of Officers and Directors.** Each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit, or

proceeding (a "Proceeding"), by reason of the fact that he is or was a Director or Officer of the Corporation, or who, while a Director or Officer of the Corporation, is or was serving at the request of the Corporation as a director, manager, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another corporation, limited liability company, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the TNPCL against all judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorneys' fees) actually incurred by such person in connection with such Proceeding. Such right shall be a contract right and as such shall run to the benefit of any Director or Officer, who is elected and accepts the position of Director or Officer of the Corporation or who elects to continue to serve as a Director or Officer of the Corporation, while this Article Ten is in effect. Such right shall include the right to require advancement by the Corporation of reasonable expenses (including attorneys' fees) incurred in defending any such Proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of such Proceeding shall be made by the Corporation only upon delivery to the Corporation of a written affirmation by such person of his good faith belief that he has met the standard of conduct necessary for indemnification under the TNPCL and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it should be ultimately determined that such person has not satisfied such requirements. Any repeal or amendment of this Section 1 shall be prospective only and shall not limit the rights of such Director or Officer or the obligations of the Corporation with respect to any claim for indemnification pursuant to the provisions of this Article Ten arising from or related to the acts or inactions of such Director or Officer prior to any such repeal or amendment.

Section 2. **Nature of Indemnification.** The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights permitted by law to which a person seeking indemnification may be entitled under any Bylaw, agreement, vote of disinterested Directors or

otherwise, and shall continue as to a person who has ceased to be a Director or Officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 3. **Insurance.** The Corporation shall have power to purchase and maintain insurance or another arrangement on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, manager, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another corporation, limited liability company, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article Ten or the TNPCL.

ARTICLE ELEVEN

AMENDMENT OF BYLAWS

The Board of Directors shall have the power to adopt, alter, amend, or repeal the Bylaws of the Corporation. Notwithstanding the preceding, the Members of the Corporation shall also have the power to adopt, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE TWELVE

AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Formation or in its Bylaws in the manner now or hereafter prescribed by the TNPCL or this Certificate of Formation.

ARTICLE THIRTEEN

CAPTIONS

The captions used in this Certificate of Formation are for convenience only and shall not be construed in interpreting the provisions hereof.

ARTICLE FOURTEEN

ORGANIZER

The name and address of the Organizer of the Corporation are as follows:

NAME	ADDRESS	CITY, STATE
Alice F. Allison	8724 Irongate Dr.	North Richland Hills, TX 76180

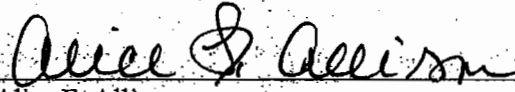
ARTICLE FIFTEEN

EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the Secretary of State of the State of Texas.

IN WITNESS WHEREOF, the undersigned signs this document this the 10 day of March, 2009, subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

ORGANIZER:



Alice F. Allison