



## Office of the Secretary of State

May 30, 2007

Capitol Services Inc  
P O Box 1831  
Austin, TX 78767 USA

RE: Arlington Tomorrow Foundation  
File Number: 800822568

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to [tax.help@cpa.state.tx.us](mailto:tax.help@cpa.state.tx.us) or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation.

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

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555  
Enclosure



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

Arlington Tomorrow Foundation  
File Number: 800822568

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: 05/30/2007

Effective: 05/30/2007



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

Roger Williams  
Secretary of State

MAY 30 2007

**Corporations Section**

**ARTICLES OF FORMATION  
OF  
ARLINGTON TOMORROW FOUNDATION  
(A NONPROFIT CORPORATION)**

The Organizer has adopted the following Articles of Formation of ARLINGTON TOMORROW FOUNDATION (referred to as the "Corporation") pursuant to the provisions of the Texas Business Organizations Code, Chapter 22 (referred to as the "Act"):

ARTICLE 1

ENTITY NAME AND TYPE

The filing entity being formed is a nonprofit corporation. The name of the Corporation is Arlington Tomorrow Foundation.

ARTICLE 2

DISSOLUTION

Upon dissolution, all Corporation assets shall be distributed to the municipal government entity of the City of Arlington, Texas.

ARTICLE 3

DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4

PURPOSES

The purposes for which the Corporation is organized are to perform religious, charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time ("Code"). The Corporation pledges that all its assets will be used exclusively for its exempt purposes.

ARTICLE 5

POWERS

Except as otherwise provided in these Articles of Formation, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may not pay compensation to officers for services rendered to or for the Corporation.

## ARTICLE 6

### RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Code, the Treasury Regulations promulgated thereunder, and/or any related Internal Revenue Service ("IRS") pronouncements. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving charitable contributions which are tax deductible under Section 170(c)(2) of the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements. Regardless of any other provision in these Articles of Formation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements, except to an insubstantial degree;
2. Serve a private interest other than one that is clearly incidental to an overriding public interest;
3. Devote any part of its activities to attempting to influence legislation by propaganda or otherwise;
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities;
5. Have objectives that characterize it as an "action organization" as defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements;
6. Distribute its assets on dissolution other than described herein;
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private individual;
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

ARTICLE 7

MEMBERS

The Corporation shall have no members.

ARTICLE 8

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 101 West Abram Street, Arlington, TX 76004. The name of the registered agent at this office is Ron Wright. The Board of Directors may change the registered office and registered agent in its discretion.

ARTICLE 9

MANAGEMENT VESTED IN BOARD OF DIRECTORS

The management of this corporation is vested in a board of directors. The Board of Directors may elect officers as allowed in the Bylaws.

ARTICLE 10

LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS

A director or officer is not liable to the Corporation for monetary damages for an Act or omission in the director's or officer's capacity except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 11

INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the Bylaws, the directors shall have the power to define the requirements and limitations for the Corporation to indemnify officers or others related to the Corporation.

ARTICLE 12

CONSTRUCTION

All references in these Articles of Formation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. This document becomes effective when the document is filed with the Texas Secretary of State.

ARTICLE 13

ORGANIZER AND INITIAL DIRECTORS

The names and street addresses of the initial directors are:

Ron Wright  
101 West Abram Street  
Arlington, TX 76004

Sherri Capehart  
101 West Abram Street  
Arlington, TX 76004

Mel LeBlanc  
101 West Abram Street  
Arlington, TX 76004

Kristin Vandergriff  
101 West Abram Street  
Arlington, TX 76004

Joe Way  
101 West Abram Street  
Arlington, TX 76004

All future directors will be elected in the manner described in the Bylaws.

The name and street address of the Organizer is:

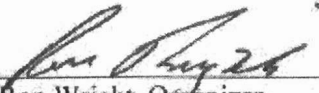
Ron Wright  
101 West Abram Street  
Arlington, TX 76004

ARTICLE 14

EMERGENCIES

The Board of Directors of the Corporation shall dissolve the Corporation upon receipt of notice that the Arlington City Council unanimously voted to liquidate the Corporation, and after reserving funds for the provision of payment of all liabilities of the Corporation. Upon dissolution, the assets of the Corporation shall be distributed to the municipal government of the City of Arlington, Texas.

IN WITNESS WHEREOF, the undersigned executes this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument this 22 day of May, 2007.

  
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Ron Wright, Organizer