

NOV 09 2010

**Corporations Section**

**CERTIFICATE OF FORMATION  
OF  
KELLY MEMORIAL FOOD PANTRY**

**Article I  
Entity Name and Type**

The Corporation is a nonprofit corporation. The name of the Corporation is Kelly Memorial Food Pantry.

**Article II  
Registered Agent and Registered Office**

The initial registered agent is John Schwarting, a resident of this state. The business address of the registered agent and the registered office address is 801 N. Mesa, El Paso, Texas, 79901.

**Article III  
Management**

The management of the Corporation is vested in its Board of Directors. The bylaws will provide the qualifications, duties, terms, and other matters relating to the Board of Directors. The number of directors constituting the initial Board of Directors and the names and addresses of the persons who are to serve as directors until their successors are elected and qualified are as follows:

| <u>Name</u>    | <u>Address</u>                          |
|----------------|-----------------------------------------|
| Naomi Best     | 10073 Imperial<br>El Paso, TX 79924     |
| Linda Haughton | 6032 Palo Alto Ave.<br>El Paso TX 79912 |
| Beverly Swift  | 5116 Bastille Ave<br>El Paso, TX 79924  |

**Article IV  
Duration**

The period of duration is perpetual.

**Article V  
Membership**

The Corporation will have no members.

#### Article VI Purpose

The Corporation is organized for the following purposes:

1. To procure and distribute food stores and provisions to the needy of the El Paso, Texas community;
2. To otherwise assist or develop programs that benefit the needy and low-income persons of the El Paso, Texas community;
3. To support any benevolent, charitable, educational or missionary undertaking; and
4. At all times and within such purposes, to operate exclusively for charitable, social and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code").

#### Article VII Powers

Except as these Articles otherwise provide, the Corporation has all the powers provided in the Texas Business Organizations Code. Moreover, the Corporation has all implied powers necessary and proper to carry out its express purposes.

#### Article VIII Restrictions and Requirements

No part of the earnings of the Corporation or any of the assets of the Corporation shall inure to the benefit of or be distributed to any director or officer or private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of its purposes. The Corporation may not take any action prohibited by the Texas Business Organizations Code. The Corporation may not engage in any activities, that do not further its purpose as set forth in these Articles.

The Corporation may not take any action that would be inconsistent with the requirements for an exemption from tax under 501(c)(3) of the Code and related regulations, rulings, and procedures. Regardless of any other provision in this Certificate of Formation or state law, the Corporation may not:

1. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Code and related regulations, rulings, and procedures, except to an insubstantial degree.

2. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Code and related regulations, rulings, and procedures.
3. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
4. Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
5. Permit any part of the Corporation's net earnings to inure to the benefit of any private individual, director or officer of the Corporation.
6. Carry on an unrelated trade or business, except as a secondary purpose in furtherance of the Corporation's primary purpose.

#### Article IX Limitation on Liability of Directors

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except as otherwise provided by a Texas statute.

#### Article X 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 a director or other person related to the Corporation as provided by the provisions of the Texas Business Organizations Code governing indemnification.

As the bylaws may provide, the Board may define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

#### Article XI Dissolution

On dissolution, the Corporation's assets will be distributed to Trinity First United Methodist Church of El Paso, Texas, if it is then in existence and is qualified to receive the same. If it does not then exist or if it is disqualified to receive these assets, the Board of Directors shall distribute such assets exclusively in furtherance of the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, social or educational purposes as shall at the time qualify as an exempt organization or organizations under Section

501(c)(3) of the Code (or corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

**Article XII  
Construction**

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

**Article XIII  
Organizer**

The name and address of the organizer is:

John Schwarting


801 Mesa, El Paso, Texas 79901

**Article XIV  
Effectiveness of Filing**

This document becomes effective when the document is filed by the secretary of state.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: November 8, 2010.

  
John Schwarting