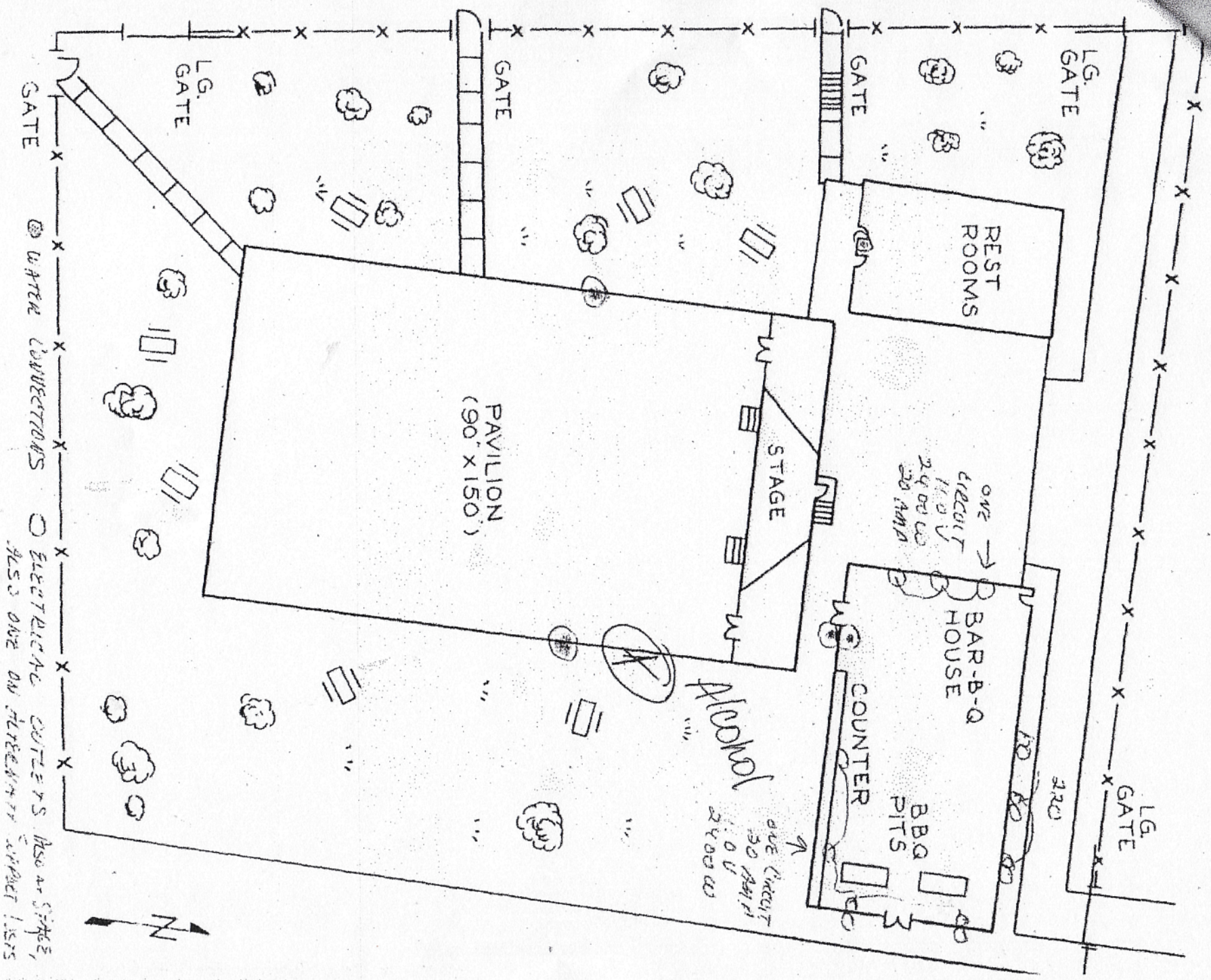
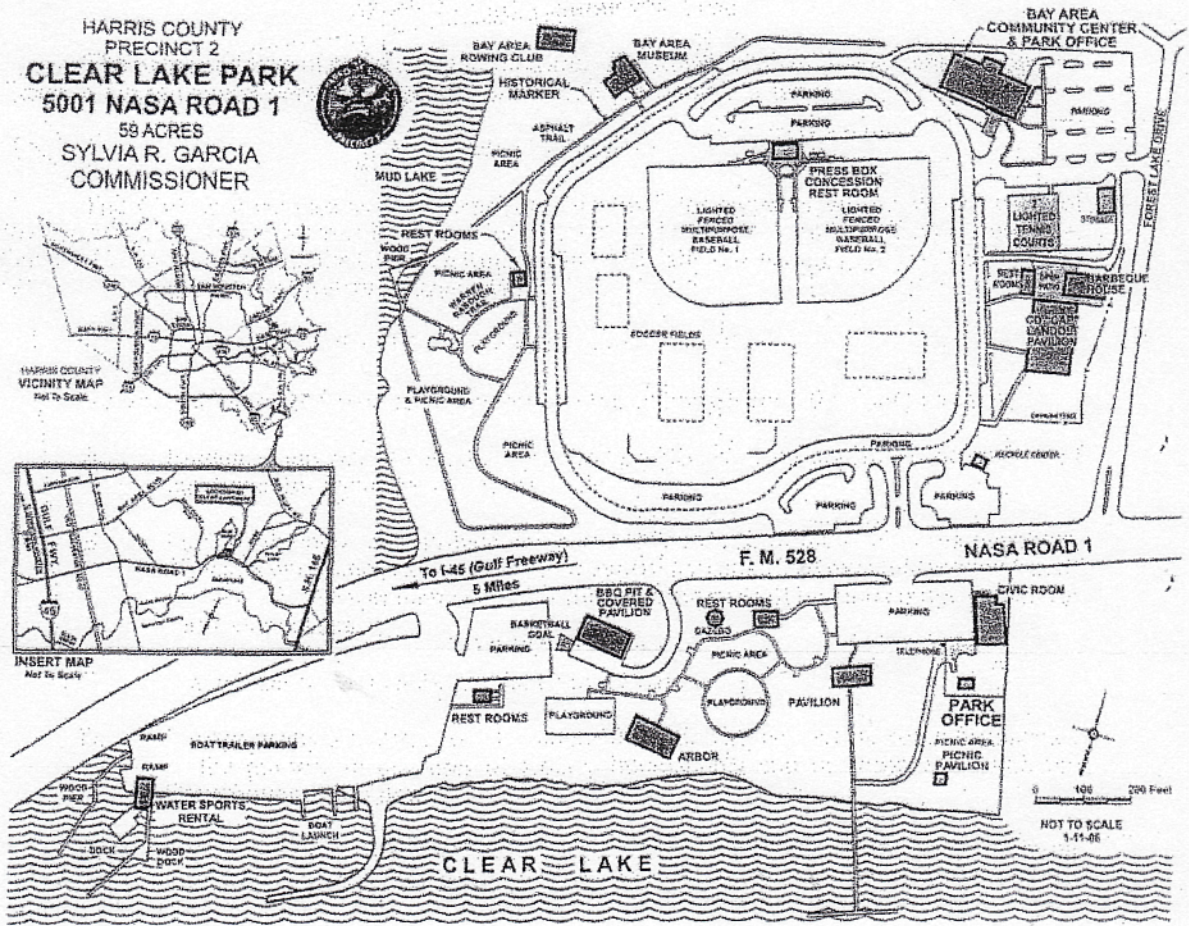
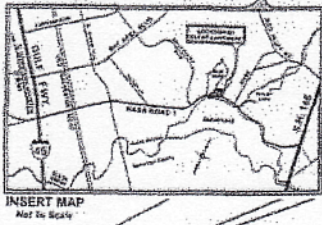
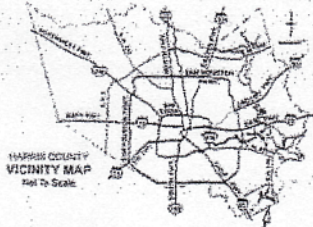


# C.D. CAP LANDOLI PAVILION AND BAR-B-Q HOUSE



HARRIS COUNTY  
PRECINCT 2  
**CLEAR LAKE PARK**  
5001 NASA ROAD 1  
58 ACRES  
SYLVIA R. GARCIA  
COMMISSIONER



**ARTICLES OF FORMATION OF  
THE ROTARY CLUB OF SPACE CENTER, HOUSTON, TEXAS  
AN UNINCORPORATED NONPROFIT ASSOCIATION**

---

These Articles of Formation are adopted pursuant to the applicable provisions of Chapter 252 of the Texas Business Organizations Code pertaining to Unincorporated Nonprofit Associations.

**Article I - Entity Name and Type**

The name and type of entity being formed are: The Rotary Club of Space Center, Houston, Texas, a Texas Unincorporated Nonprofit Association (hereinafter "Club").

**Article II - Purpose**

The Club is organized as a "fraternal organization" for purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (the "Code"), and the Texas Tax Code, Section 11.18. In particular the Club is a Rotary Club officially chartered by Rotary International (RI) and a member club of Rotary District 5890.

**Article III - Restrictions and Limitations**

Notwithstanding the foregoing or anything to the contrary herein, the Club may not:

- A. Engage in any activity or take any action prohibited by the applicable provisions of the Texas Business Organizations Code.
- B. Pay any dividend or distribute any part of the income of the Club to its members, directors or officers, except as reimbursement for authorized expenditures on behalf of the Club. Neither members, directors, or officers shall be paid compensation for services rendered.
- C. Make loans to the members o the Club's Board.
- D. Engage in any activities, except to an insubstantial degree, that are not in furtherance of the purpose or purposes of Rotary International and in accordance with the Constitution and Bylaws of RI and the Club.
- E. Conduct or carry on any activities not permitted to be conducted or carried on by an organization under Section 501(c)(4) of the Internal Revenue Code and its regulations.
- F. Serve any private interest except if clearly incidental to the public benefit provided by the Club.
- G. Allow any of the Club's service funds to financially benefit of the members of the Club.

- H. Engage in more than an insubstantial degree in the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Club shall not directly or indirectly participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, except as allowed by Internal Revenue Code and its regulations.

#### **Article IV - Registered Office and Registered Agent**

The Club is not required to have, but may voluntarily have as determined by its Board, a registered office or registered agent by notification filed with the office of the Texas Secretary of State.

#### **Article V - Governing Authority**

Management of the affairs of the Club is vested in its Board which consists of its six officers and nine directors. The names of the members of the Board who are to serve as directors until their successors are elected and qualified are:

| <u>Office</u>            | <u>Name</u>       |
|--------------------------|-------------------|
| President                | David Coney       |
| President Elect          | Michael Dennard   |
| Secretary                | Marilyn Musial    |
| Treasurer                | Sheryl Berg       |
| Sergeant at Arms         | Scott Rainey      |
| Immediate Past President | Jon McKinnie      |
| Director                 | Kippy Caraway     |
| Director                 | Rae DeCastro      |
| Director                 | Michael Duckworth |
| Director                 | William Geissler  |
| Director                 | J. W. Lowes, III  |
| Director                 | John Nugent       |
| Director                 | Phil Sandlin      |
| Director                 | Robert Taggart    |
| Director                 | Travis Vermeer    |

Members of the Board must be Active members of the Club (as defined by its Constitution and Bylaws). If at any time, an officer or director ceases to be an Active member, his or her directorship shall at such time become vacant.

## **Article VI - Organizational Structure**

The Club will have members, both Active and Honorary, as elected in accordance with its Constitution and Bylaws.

## **Article VII - Power to Amend Bylaws Reserved by Members**

The power to amend the Bylaws is reserved exclusively to the members if previously approved by the Board.

## **Article VIII - Indemnification**

To the full extent permitted by the applicable provisions of Title 1, Chapter 8 of the Texas Business Organizations Code and other applicable law, the Club may advance or reimburse expenses to and indemnify any present and former directors and officers of the Club and persons serving or formerly serving at the request of the Club as directors and officers against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratve 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, because the person is or was acting in one of the capacities set forth above.

## **Article IX - Contracts or Transactions with Interested Directors, Officers and Members**

This provision applies only to a contract or transaction between the Club and one or more of its directors or officers, or between the Club and an entity or other organization in which one or more of the Club's directors or officers is a managerial official or has a financial interest.

An otherwise valid contract or transaction is valid notwithstanding that a director, officer, or member of the Club is present at or participates in the meeting of the Board, of a committee of the board, or of the members that authorizes the contract or transaction, or votes or signs, in the person's capacity as a director, a unanimous written consent of Board to authorize the contract or transaction, if: (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed to or known by (a) the Club's Board or the members, and the Board, the members in good faith and with ordinary care authorize the contract or transaction by the approval of the majority of the disinterested members of the Board or members, regardless of whether the disinterested members of the Board or members constitute a quorum; or (b) the members entitled to vote on the authorization of the contract or transaction, and the contract or transaction is specifically approved in good faith and with ordinary care by a vote of the members; or (2) the contract or transaction is fair to the Club when the contract or transaction is authorized, approved, or ratified by the Board or the members. Common or interested of the Board or members of the Club may be included in determining the presence of a quorum at a meeting of the Board, a committee of the board, or members that authorizes the contract or transaction.

## **Article X - Board Consent Required For Fundamental Action**

The affirmative vote of only a majority of the members Board shall be sufficient to approve a Fundamental Action (as the term is defined by Section 22.164 of the Texas Business Organizations Code, as amended from time to time).

## **Article XII - Distribution of Assets Upon Winding Up**

After all liabilities and obligations of the Club in the process of winding up are paid, satisfied and discharged, the property of the Club shall be applied and distributed in accordance with section 22.304, Texas Business Organizations Code.

## **Article XIII - Effective Date**

These Articles of Formation become effective when approved by the Board but shall be effective retroactive to date the Club's charter was forfeited by the Texas Secretary of State, and it is specifically provided that during any gap in time, the Club has been an unincorporated nonprofit association as such exists under the common law and case law of the State of Texas.

## **Article XIV - Execution**

These Articles of Formation were approved by the Board on August 17, 2010, 2010.

Attest:

*Marilyn Musial*

\_\_\_\_\_  
Marilyn Musial, Secretary

Internal Revenue Service

Department of the Treasury

District  
Director

SPACE CENTER ROTARY CLUB  
P. O. BOX 58862  
HOUSTON, TX 77058

Person to Contact:  
EOMF Clerk  
Telephone Number:  
(214) 767-1155  
Refer Reply to:  
RM:CSB:306:ER  
Date: FEB 9 1981

EIN: 74-6070354

Gentlemen:

Our records show that Rotary International Space Center Chapter Rotary Club is exempt from Federal income tax under Group Ruling No. 0573, section 501(c)(4) of the Internal Revenue Code. This exemption was granted August 1965 and remains in full force and effect.

If we may be of further assistance, please contact the person whose name and telephone number are shown above.

Sincerely yours,



Edna Ryan  
EOMF Clerk