

CERTIFICATE OF FORMATION NONPROFIT CORPORATION

Iglesia Bautista _____

We, the undersigned, natural persons, over the age of eighteen (18) years, acting as Organizers of a corporation under the Texas Business Organizations Code, do hereby adopt the following Certificate of Formation for such corporation.

ARTICLE ONE - NAME

The name of the Corporation is **Iglesia Bautista** _____ (herein known as the "Corporation").

[OPTIONAL: This paragraph is for churches that were missions or were never incorporated before. **New churches do not use this paragraph.]** The Corporation shall be the successor to an unincorporated religious organization named "**Misión Bautista** _____" and located in **[CITY]** _____, Texas, which was an unincorporated nonprofit association under the Texas Uniform Unincorporated Nonprofit Association Act, Article 1396-70.01 et seq. of the Texas Revised Civil Statutes.

ARTICLE TWO - DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE - NON-PROFIT CORPORATION

The corporation is a nonprofit corporation organized under the Texas Business Organizations Code and shall have all powers, duties, authorization and responsibilities as provided therein.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law, or (ii) a corporation to which are deductible under Section 170(c)92 of the Internal Revenue code of 1986, as amended or corresponding provisions of any subsequent federal tax laws.

ARTICLE FOUR - PURPOSES

Section 1. The Corporation is organized and shall be operated exclusively for religious, charitable and education purposes. More particularly, the purposes of the Corporation are:

To spread the gospel of Jesus Christ, encourage the worship of God among its members and attendants, and practice the Christian virtues inculcated in the Holy Scriptures.

- (a) The employ and discharge of ordained ministers of the Gospel, and others, to conduct and carry on religious services at the place of worship of the members of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance for said Corporation and the accomplishment of its purposes.

Section 2. The Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of and accomplishment of the purposes of this Corporation.

Section 3. In order to carry out the above stated purposes, the Corporation shall have all those powers set forth in the Texas Business Organizations Code, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, officers, or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to and for the Corporation) in furtherance of its purpose as set forth in these Articles.
- (b) (i) In the event this Corporation is in any one year a “private foundation”, as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws; or (iv) making any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes.

ARTICLE FIVE - REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation shall be located at [PHYSICAL ADDRESS], Texas [ZIP CODE] (the mailing address is [MAILING ADDRESS]) and the name of the initial registered agent at such address shall be the [NAME OF REGISTERED AGENT].

ARTICLE SIX - MEMBERSHIP

The Corporation shall have one or more classes of members. The number, qualification and relative rights of each class shall be as set forth in the Corporation's By-Laws. The management of the affairs of the corporation is vested in the members.

ARTICLE SEVEN - EFFECTIVENESS

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

ARTICLE EIGHT - IDEMNIFICATION

To the maximum extent permitted or required by the Texas Business Organizations Code, as it now exists or as it may be amended in the future, the Corporation shall indemnify and advance expenses to persons who are officers, directors, employees, agents, or other persons identified therein, for amounts such persons pay directly. The Corporation shall not indemnify or advance expenses to such a person for any amount paid by a third party pursuant to a plan or contract or insurance.

ARTICLE NINE - DISSOLUTION

In the event the Corporation ceases to exist any remaining assets shall be conveyed to a similar non-profit organization qualifying for tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or as they may hereafter be amended, preferably the Baptist Association to which the Corporation belongs, the Hispanic Baptist Convention of Texas and/or the Baptist General Convention of Texas, or their successors.

ARTICLE TEN - CONSTRUCTION

All references in this Certificate of Formation to status, 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.

ARTICLE ELEVEN - ORGANIZERS

The Organizers have been authorized to execute this Certificate of Formation by consent of a majority of members of the unincorporated association.

The names and addresses of the Organizers of the Corporation are:

[NAME]

[ADDRESS]

IN WITNESS WHEREOF, we have hereunto set our hands, this [] day of January, 201[].

[NAME OF ORGANIZER]

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