

**Form 202**

Secretary of State  
 P.O. Box 13697  
 Austin, TX 78711-3697  
 FAX: 512/463-5709



**Certificate of Formation  
 Nonprofit Corporation**

Filed in the Office of the  
 Secretary of State of Texas  
 Filing #: 800995110 06/23/2008  
 Document #: 219900690002  
 Image Generated Electronically  
 for Web Filing

Filing Fee: \$25

**Article 1 - Corporate Name**

The filing entity formed is a nonprofit corporation. The name of the entity is :

**Hemispherectomy Angels, Inc.**

The name must not be the same as, deceptively similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for the "name availability" is recommended.

**Article 2 – Registered Agent and Registered Office**

A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:

**Christopher A Hall**

C. The business address of the registered agent and the registered office address is:

Street Address:

**1603 Ravenwood Ct. Aledo TX 76008-2890**

**Article 3 - Management (Complete items A or B)**

A. Management of the affairs of the corporation is to be vested solely in the members of the corporation.

OR

B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

Director 1: **Christopher A Hall**

Title: **Director**

Address: **1603 Ravenwood Ct Aledo TX, USA 76008-2890**

Director 2: **Kristine L Hall**

Title: **Director**

Address: **1603 Ravenwood Ct Aledo TX, USA 76008-2890**

Director 3: **Caren Jennings**

Title: **Director**

Address: **1704 McDavid Ct Aledo TX, USA 76008-2848**

**Article 4 - Organization Structure  
 (You must select either A or B below)**

A. The corporation will have members.

B. The corporation will not have members.

**Article 5 - Purpose**

The corporation is organized for the following purpose or purposes:

**The Corporation is organized for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and its regulations, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Code and its regulations. Its primary focus shall be to educate and give comfort and assistance to those persons interested and/or have real life concerns regarding the medical conditions associated with a hemispherectomy.**

**Supplemental Provisions / Information**

**Article 6.  
Action by Written Consent**

Action may be taken by use of signed written consents by the number of directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by fewer than all of the directors, or committee members is not effective to take the intended action unless consents, signed by the re-quired number of persons, are delivered to the Corporation within 60 days after the date of the earli-est-dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action requires documents to be filed with the secretary of state, the filed documents will state that the written-consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the director, or committee member.

**Article 7.  
Prohibited Acts**

The Corporation may not pay dividends or other corporate income to its directors, or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act. The Corporation may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in these Articles.

The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation 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 Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one clearly incidental to an overriding public interest.

- 3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
- 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 publishing or distributing statements and any other direct or indirect campaign activities.
- 5. Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- 6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation's assets will be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
- 7. Permit any part of the Corporation's net earnings to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
- 8. Carry on an unrelated trade or business, except as a secondary purpose related to the Corporation's primary, exempt purposes.

[The attached addendum, if any, is incorporated herein by reference.]

**Effectiveness of Filing**

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

**OR**

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

**Organizer**

The name and address of the organizer are set forth below.

**Gary Jordan            103 York Avenue, Weatherford, TX 76086**

**Execution**

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

**Gary Jordan**

Signature of organizer.