

**Form 414**  
**(Revised 01/06)**

Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512/463-5709  
**Filing Fee: See instructions**



**Restated Certificate of  
Formation  
With New Amendments**

This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas

FEB 20 2007

**Corporations Section**

**Entity Information**

The name of the filing entity is:

**PANTHER POSSE BOOSTER CLUB**

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- |   |   |
|---|---|
| <input type="checkbox"/> For-profit Corporation           | <input type="checkbox"/> Professional Corporation               |
| <input checked="" type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association          | <input type="checkbox"/> Professional Association               |
| <input type="checkbox"/> Limited Liability Company        | <input type="checkbox"/> Limited Partnership                    |

The file number issued to the filing entity by the secretary of state is: 800691526

The date of formation of the filing entity is: August 7, 2006

**Amendments to Certificate of Formation**

**This restated certificate of formation makes new amendments to the certificate of formation.** Provided below is an identification by reference or description of each added, altered, or deleted provision.

**Identification of New Amendments**

(Indicate the changes that have been made by checking the appropriate box or boxes.)

- The entity name has been amended.
- The registered agent name or registered office address has changed.
- The purpose of the entity has been amended.
- The period of duration of the entity has been amended.
- A general partner has withdrawn or been admitted to the limited partnership.

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**Identification of New Amendments** (continued)

(Indicate the changes that have been made by checking and completing the appropriate box or boxes.)

**Other changes.** The certificate of formation has been amended as follows:

**Add** Each of the following provisions is added to the certificate of formation. The identification or reference of each added provision is set forth below. The full text of each added provision is contained in the amended and restated certificate of formation attached hereto.

**Alter** The following identified provisions of the certificate of formation are amended. The full text of each amended provision is contained in the amended and restated certificate of formation attached hereto.

**Delete** Each of the provisions identified below are deleted from the certificate of formation.

**Statement of Approval**

Each new amendment has been made in accordance with the provisions of the Texas Business Organizations Code. The amendments to the certificate of formation and the restated certificate of formation have been approved in the manner required by the Code and by the governing documents of the entity.

**Required Statements**

The restated certificate of formation, which is attached to this form, accurately states the text of the certificate of formation being restated and each amendment to the certificate of formation being restated that is in effect, and as further amended by the restated certificate of formation. The attached restated certificate of formation does not contain any other change in the certificate of formation being restated except for the information permitted to be omitted by the provisions of the Texas Business Organizations Code applicable to the filing entity.

**Effectiveness of Filing** (Select either A, B, or C.)

- A.  This document becomes effective when the document is filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_  
The following event or fact will cause the document to take effect in the manner described below:  
\_\_\_\_\_  
\_\_\_\_\_

**Execution**

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

Date: 2-15-07

Jay Lowery President  
Boris Koller Vice-President  
Signature and title of authorized person(s) (see instructions)  
Tim Harzon Secretary  
Amya Zarsky Treasurer

Attach the text of the amended and restated certificate of formation to the completed statement form. Identify the attachment as "Restated Certificate of Formation of [Name of Entity]."

**RESTATED CERTIFICATE OF FORMATION OF  
PANTHER POSSE BOOSTER CLUB  
A NONPROFIT CORPORATION**

This Restated Certificate of Formation is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code.

**Article I - Entity Name and Type**

The name and type of filing entity is: PANTHER POSSE BOOSTER CLUB, a Texas nonprofit corporation (hereinafter "Corporation").

**Article II – Purpose**

The Corporation is organized for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and the Texas Tax Code, Section 11.18. Additionally, the Corporation is organized for the purpose of supporting Navarro Independent School District such that Navarro Independent School District is a supported organization and the Corporation is a supporting organization in accordance with Section 509(a)(3) of the Internal Revenue Code of 1986.

**Article III - Restrictions and Limitations**

Notwithstanding the foregoing or anything to the contrary herein, the Corporation 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 Corporation to its members, if any, directors, if any, or officers. However, the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with its purposes, provided such compensation and benefits are reasonable.
- C. Make loans to the Corporation's directors.
- D. Engage in any activities, except to an insubstantial degree, that are not in furtherance of the purpose or purposes of the Corporation.
- E. Conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations.
- F. Serve any private interest except if clearly incidental to the public benefit provided by the Corporation.
- G. Allow any of the Corporation's net earning to inure to the benefit of the members, if

any of the Corporation, or any private individual.

H. Engage in more than an insubstantial degree in the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation 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.

I. Make distributions at such time and in such manner as to subject it to tax under Section 4942 of the Code.

J. Engage in any act of self-dealing which would be subject to tax under Section 4941 of the Code.

K. Retain any excess business holdings which would subject it to tax under Section 4943 of the Code.

L. Make any investments which would subject it to tax under Section 4944 of the Code.

M. Make any taxable expenditures which would subject it to tax under Section 4945 of the Code.

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

The initial registered agent is an individual resident of the state whose name is JOEY ZAVESKY. The business address of the initial registered agent and the initial registered office is: 410 Las Brisas Blvd, Seguin, Texas 78155.

#### **Article V - Organizer**

The name and address of the organizer is:

<u>Name</u>	<u>Address</u>
GRACE G. KUNDE	112 N. TRAVIS, SEGUIN, TEXAS 78155

#### **Article VI - Governing Authority**

Management of the affairs of the Corporation is to be vested in its board of directors. The number of initial directors shall be four (4). The number of directors shall be set by the bylaws of the Corporation as may be amended from time to time, provided that the number of directors may never be less than three. 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:

<u>Name</u>	<u>Address</u>
1. JOEY ZAVESKY	410 LAS BRISAS BLVD, SEGUIN, TEXAS 78155
2. BASIL KALLIES	149 RIO AZUL, SEGUIN, TEXAS 78155

3. LIN HAVRON

551 CROSS ROAD, KINGSBURY, TEXAS  
78638

4. SUZANNE ZAVESKY

410 LAS BRISAS BLVD., SEGUIN, TEXAS  
78155

Other than initial directors, directors of the Corporation must also be members of the Corporation. If at any time, a director ceases to be a member, his or her directorship shall at such time become vacant.

#### **Article VII - Organizational Structure**

The Corporation will have members.

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

*After all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged, the property of the Corporation shall be distributed for one or more exempt purposes with in the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets or property not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.*

#### **Article IX - Effective Date of Filing**

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

#### **Article X - Execution**

This document is signed subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: February 14, 2007

PANTHER POSSE BOOSTER CLUB

By: Joey Zavesky  
JOEY ZAVESKY

Basil Kallies  
BASIL KALLIES

Lin Havron  
LIN HAVRON

Suzanne Zavesky  
SUZANNE ZAVESKY