



Office of the Secretary of State

April 12, 2019

Capitol Services Inc
P O Box 1831
Austin, TX 78767 USA

RE: Save Giraffes Now
File Number: 803290563

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>. For information on state tax exemption, including applications and publications, visit the Comptroller's Exempt Organizations web site at <http://window.state.tx.us/taxinfo/exempt/index.html>. Information on exemption from federal taxes is available from the Internal Revenue Service web site at www.irs.gov.

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation. If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555
Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>



Office of the Secretary of State

CERTIFICATE OF FILING OF

Save Giraffes Now
File Number: 803290563

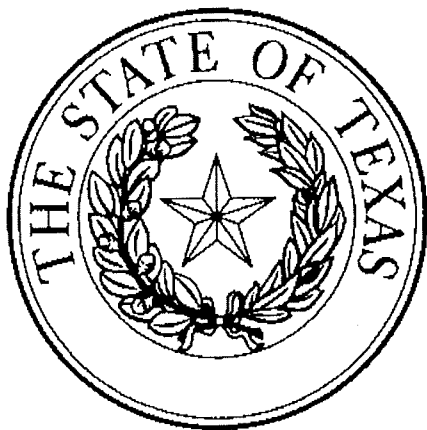
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 04/11/2019

Effective: 04/11/2019



A handwritten signature in black ink, appearing to read "David Whitley".

David Whitley
Secretary of State

APR 11 2019

Corporations Section

**CERTIFICATE OF FORMATION
OF
SAVE GIRAFFES NOW**

I, the undersigned person, having the capacity to contract and acting as an organizer 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: **Save Giraffes Now.**

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

PURPOSES

(1) The corporation is organized and is to be operated exclusively for one or more of the following purposes: charitable, religious, literary, scientific or educational purposes or for the prevention of cruelty to children or animals. Within the scope of the foregoing purposes, the corporation is organized and is to be operated to provide financial assistance to organizations working to save giraffes from extinction. Notwithstanding any other provisions of this Certificate of Formation to the contrary, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization that is exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "*Code*"), or its Regulations, as they now exist or may hereafter be amended (the "*Regulations*"), or by an organization, donations to which are deductible from taxable income under Section 170(c)(2) of the Code, or its Regulations.

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article Three. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(3) The corporation shall exercise all the rights and powers conferred on nonprofit corporations under the Texas Business Organizations Code, as that law is now in effect or may at

any time be amended. The corporation specifically is empowered to solicit and receive donations of cash, assets, securities or other property, whether real or personal, tangible or intangible (the "*Corpus*"), to collect the income earned therefrom, and to use and apply the whole or any part of the *Corpus* and income for the purposes, and subject to the restrictions and limitations, set forth in this Article Three.

(4) The corporation shall be empowered to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

(5) Notwithstanding the powers granted to the corporation, it is expressly provided that the grant of the rights, powers, privileges and authority by any provision of this Certificate of Formation or by any statute relating thereto will not be effective if and to the extent that the grant of such rights, powers, privileges and authority, if effective, would cause the corporation to fail to qualify as an organization described in Section 501(c)(3) of the Code, or its Regulations.

ARTICLE FOUR

PRIVATE FOUNDATION RESTRICTIONS

If the corporation ever is determined to be a private foundation for federal income tax purposes, then:

(1) The corporation will distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The corporation will not make any investments in such a manner so as to subject it to tax under Section 4944 of the Code.

(5) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE FIVE

MEMBERSHIP

The corporation shall not have any members.

ARTICLE SIX

TERMINATION

Upon the termination of the corporation, the remaining assets of the corporation shall be distributed only for tax-exempt purposes to one or more organizations that are exempt from tax under Section 501(c)(3) of the Code, or its Regulations, pursuant to a plan of distribution adopted as provided in the Texas Business Organizations Code, except that no payment, distribution or transfer shall be made upon termination that would cause the corporation to fail to qualify as an organization described in Section 501(c)(3) of the Code, or its Regulations.

ARTICLE SEVEN

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is **5333 North Dentwood Drive, Dallas, Texas 75220**, and the name of the initial registered agent at that address is **Susan G. R. Myers**.

ARTICLE EIGHT

BOARD OF DIRECTORS

The affairs of the corporation shall be under the direction of a Board of Directors. The number, terms of office, manner of election or appointment and qualifications of the directors shall be as set forth in the bylaws of the corporation, subject, however, to the following requirements and limitations:

(1) The number of directors constituting the initial Board of Directors is three (3).

(2) Thereafter, the number of directors shall be as specified in the bylaws, and such number may from time to time be increased or decreased under the bylaws, or any amendment or change to the bylaws, except that the number of directors shall not be less than the minimum number of directors required by the Texas Business Organizations Code.

The names and addresses of the persons who are to serve as the initial directors are:

<u>Names</u>	<u>Addresses</u>
Richard A. Myers	5333 North Dentwood Drive Dallas, Texas 75220
Susan G. R. Myers	5333 North Dentwood Drive Dallas, Texas 75220
Mary Ellen Zellerbach	204 West Whitney Street Green Bay, Wisconsin 54301

ARTICLE NINE

LIMITATION OF LIABILITY

A director of the corporation shall not be liable to the corporation for monetary damages for an act or omission in the director's capacity as a director, except with respect to liability for:

- (1) A breach of the director's duty of loyalty to the corporation;
- (2) An act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) A transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) An act or omission for which the liability of the director is expressly provided for by an applicable statute.

If the Texas Business Organizations Code is amended, further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or amendment of this Article shall be prospective only and may not adversely affect any limitation on the personal liability or alleged liability of a director arising from an act or omission of such director occurring prior to the time of such repeal or amendment.

ARTICLE TEN

ACTION WITHOUT A MEETING BY DIRECTORS OR COMMITTEE MEMBERS

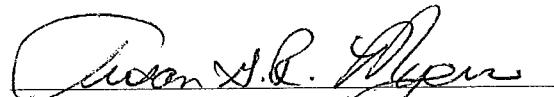
Any action required by the Texas Business Organizations Code to be taken at a meeting of the directors of the corporation or any action that may be taken at a meeting of the directors or of any committee may be taken without a meeting if (1) a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors or committee members as would be necessary to take that action at a meeting at which all of the directors or members of the committee were present and voted and (2) the procedures set forth in the Texas Business Organizations Code are followed.

ARTICLE ELEVEN

ORGANIZER

The name and the street address of the organizer are **Susan G. R. Myers, 5333 North Dentwood Drive, Dallas, Texas 75220.**

SIGNED this 8th day of April, 2019.


Susan G. R. Myers, Organizer