ALESHIRELAW
A PROFESSIONAL CORPORATION
3605 SHADY VALLEY DR.
AUSTIN, TEXAS 78739

Bill Aleshire
Bill@AleshireLAW.com
512 320-9155 (call) 512 320-9156 (fax)

February 10, 2020

VIA EMAIL: Mindy.Montford@traviscountytx.gov

Mindy Montford, 1st Assistant District Attorney
Travis County District Attorney's Office
416 West 11th Street
Austin, TX 78701

RE: Evidence Regarding Potential Unlawful Corporate Contribution to Delia Garza Campaign for Travis County Attorney

Dear Travis County District Attorney's Office:

In reviewing Texas law, it appears to me that despite the infamous *Citizens United* decision, it is still a third-degree felony under Texas law for a person to knowingly make or accept a contribution in violation of the Texas Election Code, Subchapter D. *See* Exhibit A (statutory provisions and Ethics Op. 383). Contributions to a candidate by a corporation violates Tex. Elect. Code § 253.094. While some LLC's can make a campaign contribution to a candidate, according to Tex. Ethics Advisory Op. 383 (1997), "a limited liability company owned in whole or in part by a corporation is subject to the [corporate contribution] restrictions..."

Because the Travis County District Attorney prosecutes felonies in Travis County, I am contacting your office, although I realize you may want to have a special prosecutor appointed to handle his matter.

I am transmitting to you evidence I discovered that appears to show that Delia Garza, in her campaign for Travis County Attorney, received an illegal corporate contribution in the amount of $5,263.47 on 12/16/2019 from the corporation for which Ms. Garza's husband, Ramiro Martinez, Jr. is the Accounting Supervisor, Onnit Labs, Inc. The contribution was listed on Ms. Garza's 1/15/2020 contribution report as coming from "Black Swan Yoga," but that is the assumed name for an LLC that is owned by Onnit Labs, LLC, which, in March 2018, converted to a Delaware *corporation*, Onnit Labs, *Inc.*

Texas law does not allow a corporate contribution to be hidden under layers of business structures. In this case, the evidence suggests that the contribution was both made knowingly and accepted knowingly because Delia Garza's husband, as the corporation's Accounting Supervisor,

would surely be aware of the business structure and its corporate ownership. Delia Garza, even as an attorney of limited actual legal experience, but as an experienced candidate, would be expected to know that corporate contributions are illegal in Texas. The evidence consists of the following:

1. "Black Swan Yoga" made a contribution of $5,263.47 on December 16, 2019 directly to Delia Garza's campaign for Travis County Attorney. Exhibit B (Pages 1, 2, & 5 of Delia Garza COH Report 1/15/2020).

2. Since May 4, 2018, Black Swan Yoga has been the assumed name for Black Swan Yoga, LLC. Exhibit C (Secretary of State Records, "Black Swan Yoga LLC", Page 6).

a. Aubrey Marcus and Jason Havey are shown as Managers of Black Swan Yoga, LLC, with Aubrey Marcus as President; Jason Havey as COO. Exhibit C, Page 8.

b. Black Swan Yoga LLC's owner/parent company is shown as Onnit Labs LLC. Exhibit C, Page 8.

3. Onnit Labs, LCC was formed in 2010. Exhibit D (Secretary of State Records, "Onnit Labs, LLC.(Franchise Tax PIR filing 11/9/2018).

a. Aubrey Marcus is shown as a Manager of Onnit Labs, LLC. Exhibit D, Page 10.

b. On March 27, 2018, Onnit Labs, LLC converted to "a Delaware corporation named Onnit Labs, Inc." Exhibit D, Page 8.

c. Onnit Labs, Inc. is shown as an associated entity of Onnit Labs LLC.

d. Onnit Labs, Inc. registered to do business in Texas right around the time that Onnit Labs, LLC converted to a corporation (March-April, 2018). Exhibit E.

4. According to Delia Garza's Personal Financial Statement (filed with the City Clerk 4/30/2018), Delia Garza's husband, Ramiro Martinez, Jr. is the Accounting Supervisor for "Onnit" at 4401 Freidrich Lane, Suite 302, Austin, TX 78744, the address of Onnit Labs, LCC and Onnit Labs, INC. Exhibit F. Page 1, 3.

I am providing this evidence to the District Attorney's Office so that a more thorough investigation can be done and an appropriate resolution of this matter can be obtained.

ALESHIRELAW, PC

Bill Aleshire

Bill Aleshire

Texas Election Code

Sec. 253.003. UNLAWFULLY MAKING OR ACCEPTING CONTRIBUTION. (a) A person may not knowingly make a political contribution in violation of this chapter.

(b) A person may not knowingly accept a political contribution the person knows to have been made in violation of this chapter.

(c) This section does not apply to a political contribution made or accepted in violation of Subchapter F.

(d) Except as provided by Subsection (e), a person who violates this section commits an offense. An offense under this section is a Class A misdemeanor.

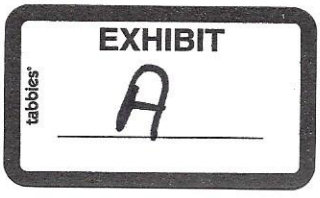
(e) A violation of Subsection (a) or (b) is a felony of the third degree if the contribution is made in violation of Subchapter D.

Subchapter D
Sec. 253.091. CORPORATIONS COVERED. This subchapter applies only to corporations that are organized under the Texas Business Corporation Act, the Texas For-Profit Corporation Law, the Texas Non-Profit Corporation Act, the Texas Nonprofit Corporation Law, federal law, or law of another state or nation.

Sec. 253.094. CONTRIBUTIONS PROHIBITED. (a) A corporation or labor organization may not make a political contribution that is not authorized by this subchapter.

(b) A corporation or labor organization may not make a political contribution in connection with a recall election, including the circulation and submission of a petition to call an election.

(c) A person who violates this section commits an offense. An offense under this section is a felony of the third degree.



TEXAS ETHICS COMMISSION

ETHICS ADVISORY OPINION NO. 383

December 12, 1997

Whether a limited liability company may make a political contribution to a candidate. (AOR-419, AOR-420)

The Texas Ethics Commission has received several requests for opinions asking whether a limited liability company may make a political contribution to a candidate. The requests raise questions about limited liability companies organized in Delaware as well as limited liability companies organized in Texas.

The Texas Election Code restricts political contributions and expenditures by corporations and labor organizations. Elec. Code ch. 253, subch. D. The restrictions apply to corporations organized under the Texas Business Corporation Act, the Texas Non-Profit Corporation Act, federal law, or the law of another state or nation.[1] *Id.* § 253.091. A Texas limited liability company is organized under V.T.C.S. article 1528n, not under one of the statutes cited in Election Code section 253.091.

A Delaware limited liability company would be subject to the restrictions in Election Code chapter 253, subchapter D, if it could be characterized as a "corporation organized under the law of another state." Under Delaware law, however, a limited liability company is organized under a different statutory scheme from a Delaware corporation. *See* Del. Code Ann. tits. 6 ("Limited Liability Company Act"), 8 ("General Corporation Law"); *see also* Federal Elec. Comm'n, Advisory Opinion 1997-17, (CCH Federal Election Campaign Financing Guide • 6247) (discussing states' treatments of limited liability companies as entities distinct from corporations and partnerships). We conclude, therefore, that a Delaware limited liability company is not "a corporation organized under the laws of another state" for purposes of the restrictions in Election Code chapter 253, subchapter D.

The remaining question is whether a limited liability company may make a political contribution to a candidate if the company is owned in whole or in part by a corporation subject to the restrictions in Election Code chapter 253, subchapter D. In opinions considering whether a partnership with corporate partners is subject to the restrictions in Election Code chapter 253, subchapter D, we have followed the principle that corporate money may not be used to fund candidates' election efforts. Ethics Advisory Opinion Nos. 221, 215 (1994). That principle applies in this case as well. We conclude, therefore, that a limited liability company owned in whole or in part by a corporation is subject to the restrictions in Election Code chapter 253, subchapter D.[2] *See generally* Federal Elec. Comm'n, *supra* (concluding that limited liability companies with corporate members are subject to the restrictions on corporate political activity in the federal campaign finance law).

SUMMARY

A Texas limited liability company is subject to the restrictions in Election Code chapter 253, subchapter D, if it engages in a type of business listed in Election Code section 253.093 or if it is owned, in whole or in part, by an entity subject to the restrictions in Election Code chapter 253, subchapter D.

A Delaware limited liability company is subject to the restrictions in Election Code chapter 253, subchapter D, if it engages in a type of business listed in Election Code section 253.093 or if it is owned, in whole or in part, by an entity subject to the restrictions in Election Code chapter 253, subchapter D.

---

[1] The restrictions also apply to associations engaged in certain types of business, regardless of how the associations are organized. Elec. Code § 253.093. Thus, a limited liability company is subject to the restrictions in Election Code chapter 253, subchapter D, if it engages in a type of business listed in Election Code section 253.093.

[2] The restrictions also apply to the limited liability company described in one of the requests that is owned in part by another limited liability company that is owned in part by a corporation subject to the restrictions in Election Code chapter 253, subchapter D.

CANDIDATE / OFFICEHOLDER CAMPAIGN FINANCE REPORT

9531

FORM C/OH
COVER SHEET PG 1

The C/OH Instruction Guide explains how to complete this form.

1 Filer ID

2 Total pages filed: 27

3 CANDIDATE / OFFICEHOLDER NAME

MS / MRS / MR | FIRST: Delia | MI

NICKNAME | LAST: Garza | SUFFIX

4 CANDIDATE / OFFICEHOLDER MAILING ADDRESS

ADDRESS / PO BOX; APT / SUITE #; CITY; ZIP CODE

P.O. Box 301074

Austin, TX 78703

☐ Change of Address

OFFICE USE ONLY

Date Received

FILED FOR RECORD
2020 JAN 15 PM 1:22
DANA DEBEAUVOIR
COUNTY CLERK
TRAVIS COUNTY, TEXAS

Date Hand-delivered or Date Postmarked

Receipt # | Amount

Date Processed

Date Imaged

5 CAMPAIGN TREASURER NAME

MS / MRS / MR | FIRST: Yvonne | MI

NICKNAME | LAST: Massey Davis | SUFFIX

6 CAMPAIGN TREASURER ADDRESS (Residence or Business)

STREET ADDRESS (NO PO BOX PLEASE); APT / SUITE #; CITY; STATE; ZIP CODE

8108 Red Willow Dr.
Austin, TX 78736

7 CAMPAIGN TREASURER PHONE

AREA CODE: (512) | PHONE NUMBER: 626-3981 | EXTENSION

8 REPORT TYPE

- [X] January 15
- [ ] July 15
- [ ] 30th day before election
- [ ] 8th day before election
- [ ] Runoff
- [ ] Exceeded $500 limit
- [ ] 15th day after campaign treasurer appointment (officeholder only)
- [ ] Final Report (Attach C/OH-FR)

9 PERIOD COVERED

Month Day Year: 12/09/2019 THROUGH Month Day Year: 12/31/2019

10 ELECTION

ELECTION DATE: Month Day Year: 03/03/2020

ELECTION TYPE:
- [X] Primary
- [ ] General
- [ ] Runoff
- [ ] Special
- [ ] Other

11 OFFICE

OFFICE HELD (if any): Austin City Council District 2

12 OFFICE SOUGHT (if known): Travis County Attorney

GO TO PAGE 2

EXHIBIT
B
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CANDIDATE / OFFICEHOLDER REPORT: SUPPORT & TOTALS

FORM C/OH
COVER SHEET PG 2

13 C / OH NAME	Garza, Delia	14 Filer ID

15 NOTICE FROM POLITICAL COMMITTEE(S)

☐ Additional Pages

This box is for notice of political contributions accepted or political expenditures made by political committees to support the candidate / officeholder. *These expenditures may have been made without the candidate's or officeholder's knowledge or consent.* Candidates and officeholders are required to report this information only if they receive notice of such expenditures.

COMMITTEE TYPE	COMMITTEE NAME
☐ GENERAL	
☐ SPECIFIC	COMMITTEE ADDRESS
	COMMITTEE CAMPAIGN TREASURER NAME
	COMMITTEE CAMPAIGN TREASURER ADDRESS

16 CONTRIBUTION TOTALS	1.	TOTAL POLITICAL CONTRIBUTIONS OF $50 OR LESS (OTHER THAN PLEDGES, LOANS, OR GUARANTEES OF LOANS), UNLESS ITEMIZED	$ 584.65
	2.	**TOTAL POLITICAL CONTRIBUTIONS** (OTHER THAN PLEDGES, LOANS, OR GUARANTEES OF LOANS)	$ 65,412.29
EXPENDITURE TOTALS	3.	TOTAL POLITICAL EXPENDITURES OF $100 OR LESS, UNLESS ITEMIZED	$ 26.00
	4.	**TOTAL POLITICAL EXPENDITURES**	$ 3,546.25
CONTRIBUTION BALANCE	5.	TOTAL POLITICAL CONTRIBUTIONS MAINTAINED AS OF THE LAST DAY OF THE REPORTING PERIOD	$ 48,639.75
OUTSTANDING LOAN TOTALS	6.	TOTAL PRINCIPAL AMOUNT OF ALL OUTSTANDING LOANS AS OF THE LAST DAY OF THE REPORTING PERIOD	$ 100.00

17 AFFADAVIT

I swear, or affirm, under penalty of perjury, that the accompanying report is true and correct and includes all information required to be reported by me under Title 15, Election Code.

CHRISTIAN MARIE CAMPBELL
Notary Public, State of Texas
My Comm. Exp. 10-29-2023
ID No. 13223094-0

Signature of Candidate or Officeholder

AFFIX NOTARY STAMP / SEAL ABOVE

Sworn to and subscribed before me, by the said Delia Garza, this the 14th day of January, 20 20, to certify which, witness my hand and seal of office.

Signature of officer administering | Christian Campbell — Printed name of officer administering | Notary Public — Title of officer administering oath

MONETARY POLITICAL CONTRIBUTIONS

SCHEDULE A1

The Instruction Guide explains how to complete this form.

1 Total pages Schedule A1: Sch: 2/19 Rpt: 5/27

2 FILER NAME: Garza, Delia

3 Filer ID:

4 Date	5 Full name of contributor / out-of-state PAC (ID#:)	7 Amount of Contribution ($)
12/27/2019	Beaudet, Annick	$105.58
	6 Contributor address; City; State; Zip Code: [redacted] Austin, TX 78704	
8 Principal occupation / Job title (See Instructions)	9 Employer (See Instructions)	

Date	Full name of contributor / out-of-state PAC (ID#:)	Amount of Contribution ($)
12/16/2019	Black Swan Yoga	$5,263.47
	Contributor address; City; State; Zip Code: [redacted] Austin, TX 78744	
Principal occupation / Job title (See Instructions)	Employer (See Instructions)	

Date	Full name of contributor / out-of-state PAC (ID#:)	Amount of Contribution ($)
12/13/2019	Borger, Boni	$52.95
	Contributor address; City; State; Zip Code: [redacted] Austin, TX 78744	
Principal occupation / Job title (See Instructions)	Employer (See Instructions)	

Date	Full name of contributor / out-of-state PAC (ID#:)	Amount of Contribution ($)
12/16/2019	Botros, Sarah	$105.58
	Contributor address; City; State; Zip Code: [redacted] Austin, TX 78703	
Principal occupation / Job title (See Instructions)	Employer (See Instructions)	

Date	Full name of contributor / out-of-state PAC (ID#:)	Amount of Contribution ($)
12/31/2019	Boyt, Jeb	$52.95
	Contributor address; City; State; Zip Code: [redacted] Austin, TX 78756	
Principal occupation / Job title (See Instructions)	Employer (See Instructions)	

TEXAS SECRETARY of STATE
RUTH R. HUGHS

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number:	801100139	**Entity Type:**	Domestic Limited Liability Company (LLC)
Original Date of Filing:	March 19, 2009	**Entity Status:**	In existence
Formation Date:	N/A		
Tax ID:	32039125870	**FEIN:**	
Duration:	Perpetual		

Name: Black Swan Yoga LLC
Address: 4401 FREIDRICH LANE SUITE 302
Austin, TX 78744 USA

REGISTERED AGENT | FILING HISTORY | NAMES | MANAGEMENT | ASSUMED NAMES | ASSOCIATED ENTITIES

Name	Address	Inactive Date
Capitol Corporate Services, Inc.	206 E. 9th St., Ste. 1300 Austin, TX 78701-4411 USA	

Order | Return to Search

Instructions:
- To place an order for additional information about a filing press the 'Order' button.

EXHIBIT
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C
1

TEXAS SECRETARY of STATE
RUTH R. HUGHS

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 801100139
Original Date of Filing: March 19, 2009
Formation Date: N/A
Tax ID: 32039125870
Duration: Perpetual

Entity Type: Domestic Limited Liability Company (LLC)
Entity Status: In existence

FEIN:

Name: Black Swan Yoga LLC
Address: 4401 FREIDRICH LANE SUITE 302
Austin, TX 78744 USA

REGISTERED AGENT | FILING HISTORY | NAMES | MANAGEMENT | ASSUMED NAMES | ASSOCIATED ENTITIES

View Image	Document Number	Filing Type	Filing Date	Effective Date	Eff. Cond	Page Count
	250694090003	Certificate of Formation	March 19, 2009	March 19, 2009	No	1
	340223670001	Public Information Report (PIR)	December 31, 2010	November 12, 2010	No	1
	380907340001	Public Information Report (PIR)	December 31, 2011	August 4, 2011	No	1
	415177269487	Change of Name or Address by Registered Agent	March 28, 2012	March 28, 2012	No	1
	433233390001	Public Information Report (PIR)	December 31, 2012	July 27, 2012	No	1
	471714705033	Change of Name or Address by Registered Agent	March 15, 2013	March 15, 2013	No	1
	518882213362	Change of Name or Address by Registered Agent	December 2, 2013	December 2, 2013	No	1
	498266320001	Public Information Report (PIR)	December 31, 2013	August 27, 2013	No	1
	545146400002	Change of Registered Agent/Office	May 19, 2014	May 19, 2014	No	2
	569596460001	Public Information Report (PIR)	December 31, 2014	September 23, 2014	No	1
	600100200002	Change of Registered Agent/Office	April 6, 2015	April 6, 2015	No	2
	617752470001	Public Information Report (PIR)	December 31, 2015	July 25, 2015	No	1
	699892290005	Change of Registered Agent/Office	November 18, 2016	November 18, 2016	No	2
	726377390001	Public Information Report (PIR)	December 31, 2016	April 3, 2017	No	1
	811513400008	Certificate of Assumed Business Name	May 4, 2018	May 4, 2018	No	1
	811513400007	Certificate of Assumed Business Name	May 4, 2018	May 4, 2018	No	1
	884805980001	Public Information Report (PIR)	December 31, 2018	April 25, 2019	No	2
	941957220002	Restated Certificate of Formation	January 30, 2020	January 30, 2020	No	3

Order | Return to Search

Instructions:
- To place an order for additional information about a filing press the 'Order' button.

2

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

Filing Fee: $300

Certificate of Formation
Limited Liability Company

Filed in the Office of the
Secretary of State of Texas
Filing #: 801100139 03/19/2009
Document #: 250694090003
Image Generated Electronically
for Web Filing

Article 1 - Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Black Swan Yoga LLC

The name of the entity must contain the words "Limited Liability Company" or "Limited Company," or an accepted abbreviation of such terms. The name must not be the same as, deceptively similar to or 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 "name availability" is recommended.

Article 2 – Registered Agent and Registered Office

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

National Registered Agents, Inc.

OR

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

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

Street Address:

6055 Space Center, Suite 235 Houston TX 77062

Article 3 - Governing Authority

☐ A. The limited liability company is to be managed by managers.

OR

☒ B. The limited liability company will not have managers. Management of the company is reserved to the members.

The names and addresses of the governing persons are set forth below:

Managing Member 1: **Michael Terrance Grey** Title: **Managing Member**

Address: **P.O. Box 9876 Austin TX, USA 78766**

Managing Member 2: **Robert Allen Stapp** Title: **Managing Member**

Address: **P.O. Box 9876 Austin TX, USA 78766**

Article 4 - Purpose

The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code.

Supplemental Provisions / Information

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

Swan.pdf

3

Organizer

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

Carmelia Fredrick **7083 Hollywood Blvd., Ste. 180, Los Angeles, CA 90028**

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:

Execution

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

Carmelia Fredrick, Legalzoom.com, Inc.

Signature of Organizer

FILING OFFICE COPY

Black Swan Antiques
1720 Hunter Road, Suite C
New Braunfels, Tx. 78130

Regarding Use of Black Swan in Business Name by Black Swan Yoga, LLC , PO Box 9876, Austin, Tx, 78766.

Please consider this letter formal authorization for Black Swan Yoga, LLC to use "Black Swan" in their business name and in relevant business applications as associated with said business, i.e. – website name.

Ownership/Registration of "Black Swan" will continue to reside with Black Swan Antiques, LLP.

If you have questions, please contact Jim Benson at (830) 625-7122 through email at [redacted]

Thanks,

Jim Benson
General Partner.

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FILED
In the Office of the
Secretary of State of Texas

MAY 04 2018

Corporations Section

ASSUMED NAME CERTIFICATE
FOR FILING WITH THE SECRETARY OF STATE

1. The assumed name under which the business or professional service is, or is to be, conducted or rendered is **BLACK SWAN YOGA**.
2. The legal name of the entity filing the assumed name is **Black Swan Yoga, LLC**.
3. The entity filing the assumed name is a **Texas limited liability company**.
4. The file number, if any, issued to the entity by the Texas Secretary of State is: **801100139**.
5. The state, country, or other jurisdiction of formation of the entity is **Texas**.
6. The entity's principal office address is **4401 Freidrich Lane, Suite 302, Austin, Texas 78744**.
7. The period during which the assumed name will be used is **10 years** from the date of filing.
8. The county or counties where business or professional services are being or are to be conducted or rendered under the assumed name are **ALL** counties including **Travis County, Texas**.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and also certifies that the person is authorized to sign on behalf of the identified entity. If the undersigned is acting in the capacity of an attorney in fact for the entity, the undersigned certifies that the entity has duly authorized the undersigned in writing to execute this document.

Date: May 4th, 2018

BLACK SWAN YOGA, LLC

By: _____
Jason Havey, COO

6

FILED
In the Office of the
Secretary of State of Texas

MAY 04 2018

Corporations Section

ASSUMED NAME CERTIFICATE
FOR FILING WITH THE SECRETARY OF STATE

1. The assumed name under which the business or professional service is, or is to be, conducted or rendered is **BSY**.
2. The legal name of the entity filing the assumed name is **Black Swan Yoga, LLC**.
3. The entity filing the assumed name is a **Texas limited liability company**.
4. The file number, if any, issued to the entity by the Texas Secretary of State is: **801100139**.
5. The state, country, or other jurisdiction of formation of the entity is **Texas**.
6. The entity's principal office address is **4401 Freidrich Lane, Suite 302, Austin, Texas 78744**.
7. The period during which the assumed name will be used is **10 years** from the date of filing.
8. The county or counties where business or professional services are being or are to be conducted or rendered under the assumed name are **ALL** counties including **Travis County, Texas**.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and also certifies that the person is authorized to sign on behalf of the identified entity. If the undersigned is acting in the capacity of an attorney in fact for the entity, the undersigned certifies that the entity has duly authorized the undersigned in writing to execute this document.

Date: May 4th, 2018

BLACK SWAN YOGA, LLC

By: _____
Jason Havey, COO

7

Filing Number: 801100139

Comptroller of Public Accounts FORM 05-102 (Rev.9-15/33)

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP), Professional Associations (PA) and Financial Institutions

■ **Tcode** 13196 Franchise

■ Taxpayer number: 3 2 0 3 9 1 2 5 8 7 0

■ Report year: 2 0 1 8

You have certain rights *under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.*

Taxpayer name: **BLACK SWAN YOGA, LLC**	■ ◯ Blacken circle if the mailing address has changed.
Mailing address: **4401 FREIDRICH LANE SUITE 302**	Secretary of State (SOS) file number or Comptroller file number: **0801100139**
City: **AUSTIN** / State: **TX** / ZIP code plus 4: **78744**	

◯ Blacken circle if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office: **4401 FREIDRICH LANE SUITE 302, AUSTIN, TX, 78744**
Principal place of business: **4401 FREIDRICH LANE SUITE 302, AUSTIN, TX, 78744**

You must report officer, director, member, general partner and manager information as of the date you complete this report.

1000000000015

Please sign below! **This report must be signed to satisfy franchise tax requirements.**

SECTION A Name, title and mailing address of each officer, director, member, general partner or manager.

Name	Title	Director	Term expiration (m m d d y y)
AUBREY MARCUS	**PRESIDENT**	◯ YES	
Mailing address: **4401 FREIDRICH LANE SUITE 302**	City: **AUSTIN**	State: **TX**	ZIP Code: **78744**
Name	Title	Director ◯ YES	Term expiration (m m d d y y)
Mailing address	City	State	ZIP Code
Name	Title	Director ◯ YES	Term expiration (m m d d y y)
Mailing address	City	State	ZIP Code

SECTION B Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter information for each corporation , LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity.

Name of owned (parent) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
ONNIT LABS LLC	**TX**	**0801270105**	**100.000**

Registered agent and registered office currently on file *(see instructions if you need to make changes)*

You must make a filing with the Secretary of State to change registered agent, registered office or general partner information.

Agent: **CAPITOL CORPORATE SERVICES, INC.**			
Office: **206 E 9TH ST SUITE 1300**	City: **AUSTIN**	State: **TX**	ZIP Code: **78701**

The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation, LLC, LP, PA or financial institution.

sign here	Title	Date	Area code and phone number
AUBREY MARCUS	**OFFICER**	**11/09/2018**	**(512) 593 - 2933**

Texas Comptroller Official Use Only

VE/DE	◯	PIR IND	◯

FILED
In the Office of the
Secretary of State of Texas

JAN 30 2020

Corporations Section

AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
BLACK SWAN YOGA LLC

Pursuant to the provisions of the Texas Business Organizations Code ("TBOC"), Black Swan Yoga LLC, hereby adopts the Amended and Restated Certificate of Formation attached hereto as Exhibit A.

1. The name of the company is Black Swan Yoga LLC. The Company's date of formation was March 19, 2009. The file number issued to the Company by the Secretary of State is 801100139. The Certificate of Formation was filed with the Secretary of State's Office on March 19, 2009.

2. Each amendment made by the Amended and Restated Certificate of Formation has been made in accordance with the provisions of the TBOC.

3. The Certificate of Formation on file with the Secretary of State is amended and restated in its entirety to read as set forth in the Amended and Restated Certificate of Formation.

4. The Amended and Restated Certificate of Formation does not contain any other change in the Certificate of Formation other than omissions allowed by Section 3.059 of the TBOC.

5. The Amended and Restated Certificate of Formation was adopted, approved and effected in conformity with the provisions of the TBOC and the governing documents of the Company.

6. The Amended and Restated Certificate of Formation shall become effective at the time it is filed by the Secretary of State.

7. The Amended and Restated Certificate of Formation attached hereto as Exhibit A amends and restates the Certificate of Formation in its entirety.

Date: January 29, 2020

BLACK SWAN YOGA LLC

By: _____
Name: Jason Havey
Title: Manager

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EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
BLACK SWAN YOGA LLC

In accordance with the Texas Business Organizations Code (the "TBOC"), the full text of the Amended and Restated Certificate of Formation for Black Swan Yoga LLC is as follows:

ARTICLE ONE

The name of the Company is Black Swan Yoga LLC.

ARTICLE TWO

The name and address of the Company's registered agent in the State of Texas is:

Name	**Address**
Capitol Corporate Services Inc.	206 E 9th Street, Suite 1300 Austin, Texas 78701

ARTICLE THREE

The powers of the Company shall be exercised by or under the authority of and the business and affairs of the Company shall be managed under the direction of its managers. The names and addresses of the persons who are to serve as the managers are as follows:

Name	**Address**
Aubrey Marcus	4401 Freidrich Lane, Suite 302 Austin, Texas 78744
Jason Havey	4401 Freidrich Lane, Suite 302 Austin, Texas 78744

ARTICLE FOUR

The purpose for which the Company is organized is the operation of studios providing yoga instruction, and providing services and products related thereto.

ARTICLE FIVE

The amendment and restatement of the Certificate of Formation shall become effective at the time it is filed by the Secretary of State.

EXECUTION

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Formation has been executed by the undersigned.

BLACK SWAN YOGA LLC

By: _____
Name: Jason Hayey
Title: Manager

Date: January 29, 2020

11

TEXAS SECRETARY of STATE
RUTH R. HUGHS

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number:	801100139	**Entity Type:**	Domestic Limited Liability Company (LLC)
Original Date of Filing:	March 19, 2009	**Entity Status:**	In existence
Formation Date:	N/A		
Tax ID:	32039125870	**FEIN:**	
Duration:	Perpetual		

Name: Black Swan Yoga LLC
Address: 4401 FREIDRICH LANE SUITE 302
Austin, TX 78744 USA

REGISTERED AGENT | FILING HISTORY | NAMES | MANAGEMENT | ASSUMED NAMES | ASSOCIATED ENTITIES

Last Update	Name	Title	Address
January 31, 2020	Aubrey Marcus	Manager	4401 Freidrich Lane, Suite 302 Austin, TX 78744 USA
January 31, 2020	Jason Havey	Manager	4401 Freidrich Lane, Suite 302 Austin, TX 78744 USA

Order | Return to Search

Instructions:
- To place an order for additional information about a filing press the 'Order' button.

12

TEXAS SECRETARY of STATE
RUTH R. HUGHS

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number:	801100139	**Entity Type:**	Domestic Limited Liability Company (LLC)
Original Date of Filing:	March 19, 2009	**Entity Status:**	In existence
Formation Date:	N/A		
Tax ID:	32039125870	**FEIN:**	
Duration:	Perpetual		

Name: Black Swan Yoga LLC
Address: 4401 FREIDRICH LANE SUITE 302
Austin, TX 78744 USA

REGISTERED AGENT | FILING HISTORY | NAMES | MANAGEMENT | ASSUMED NAMES | ASSOCIATED ENTITIES

Assumed Name	Date of Filing	Expiration Date	Inactive Date	Name Status	Counties
BLACK SWAN YOGA	May 4, 2018	May 4, 2028		Active	All Counties
BSY	May 4, 2018	May 4, 2028		Active	All Counties

Order Return to Search

Instructions:
- To place an order for additional information about a filing press the 'Order' button.

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TEXAS SECRETARY of STATE
RUTH R. HUGHS

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 801270105
Original Date of Filing: May 17, 2010
Formation Date: N/A
Tax ID: 32041878045
Duration: Perpetual

Entity Type: Domestic Limited Liability Company (LLC)
Entity Status: Conversion

FEIN:

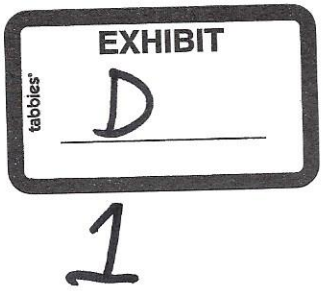
Name: Onnit Labs LLC
Address: 4401 FREIDRICH LANE SUITE 302
AUSTIN, TX 78744 USA

REGISTERED AGENT | FILING HISTORY | NAMES | MANAGEMENT | ASSUMED NAMES | ASSOCIATED ENTITIES

Name	Address	Inactive Date
CAPITOL CORPORATE SERVICES, INC.	206 E 9TH ST., SUITE 1300 Austin, TX 78701 USA	

Order | Return to Search

Instructions:
- To place an order for additional information about a filing press the 'Order' button.



TEXAS SECRETARY of STATE
RUTH R. HUGHS

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 801270105
Original Date of Filing: May 17, 2010
Formation Date: N/A
Tax ID: 32041878045
Duration: Perpetual

Entity Type: Domestic Limited Liability Company (LLC)
Entity Status: Conversion

FEIN:

Name: Onnit Labs LLC
Address: 4401 FREIDRICH LANE SUITE 302
AUSTIN, TX 78744 USA

REGISTERED AGENT | FILING HISTORY | NAMES | MANAGEMENT | ASSUMED NAMES | ASSOCIATED ENTITIES

View Image	Document Number	Filing Type	Filing Date	Effective Date	Eff. Cond	Page Count
	308232450003	Certificate of Formation	May 17, 2010	May 17, 2010	No	1
	371984400003	Change of Registered Agent/Office	June 13, 2011	June 13, 2011	No	1
	401584840001	Public Information Report (PIR)	December 31, 2011	December 31, 2011	No	1
	468212110001	Public Information Report (PIR)	December 31, 2012	February 27, 2013	No	1
	441799570001	Public Information Report (PIR)	December 31, 2012	September 1, 2012	No	1
	501955910001	Public Information Report (PIR)	December 31, 2013	September 10, 2013	No	1
	565501980001	Public Information Report (PIR)	December 31, 2014	August 29, 2014	No	1
	608703660002	Change of Registered Agent/Office	May 26, 2015	May 26, 2015	No	2
	646571270001	Public Information Report (PIR)	December 31, 2015	December 25, 2015	No	1
	699892290002	Change of Registered Agent/Office	November 18, 2016	November 18, 2016	No	2
	726378130001	Public Information Report (PIR)	December 31, 2016	April 3, 2017	No	1
	803099130002	Certificate of Conversion	March 27, 2018	March 31, 2018	No	2
	890960660001	Public Information Report (PIR)	December 31, 2018	May 20, 2019	No	3

Order | Return to Search

Instructions:
- To place an order for additional information about a filing press the 'Order' button.

2

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

Filing Fee: $300

Certificate of Formation
Limited Liability Company

Filed in the Office of the
Secretary of State of Texas
Filing #: 801270105 05/17/2010
Document #: 308232450003
Image Generated Electronically
for Web Filing

Article 1 - Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Onnit Labs LLC

Article 2 – Registered Agent and Registered Office

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

United States Corporation Agents, Inc.

OR

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

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

Street Address:
10900 South Stonelake Blvd., Ste. A-320
Quarry Oaks - Bldg A Austin TX 78759

Consent of Registered Agent

☐ A. A copy of the consent of registered agent is attached.

OR

☑ B. The consent of the registered agent is maintained by the entity.

Article 3 - Governing Authority

☑ A. The limited liability company is to be managed by managers.

OR

☐ B. The limited liability company will not have managers. Management of the company is reserved to the members.

The names and addresses of the governing persons are set forth below:

Manager 1: **Michael C. Marcus** Title: **Manager**

Address: **1205 East 2nd St. Austin TX, USA 78702**

Article 4 - Purpose

The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code.

Supplemental Provisions / Information

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

Organizer

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

Imelda Vasquez **7083 Hollywood Blvd., Suite 180, Los Angeles, CA 90028**

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:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Imelda Vasquez

Signature of Organizer

FILING OFFICE COPY

Form 401

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

Filing Fee: See Instructions

Statement of Change of Registered Office/Agent

Filed in the Office of the Secretary of State of Texas
Filing #: 801270105 11/18/2016
Document #: 699892290002
Image Generated Electronically for Web Filing

Entity Information

The name of the entity is :

Onnit Labs LLC

The file number issued to the entity by the secretary of state is: **801270105**

The registered agent and registered office of the entity as currently shown on the records of the secretary of state are:

Hesaam Moallem

4401 Freidrich Lane Suite 302, Austin, TX, USA 78744

Change to Registered Agent/Registered Office

The following changes are made to the registered agent and/or office information of the named entity:

Registered Agent Change

☑ A. The new registered agent is an organization by the name of:

CAPITOL CORPORATE SERVICES, INC.

OR

☐ B. The new registered agent is an individual resident of the state whose name is:

Registered Office Change

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

206 E 9TH ST., SUITE 1300, Austin, TX, USA 78701

The street address of the registered office as stated in this instrument is the same as the registered agent's business address.

Consent of Registered Agent

☑ A. A copy of the consent of registered agent is attached. **ONNIT LABS LLC.pdf**

☐ B. The consent of the registered agent is maintained by the entity.

Statement of Approval

The change specified in this statement has been authorized by the entity in the manner required by the BOC or in the manner required by the law governing the filing entity, as applicable.

Effectiveness of Filing

☑ 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 its filing by the secretary of state. The delayed effective date is:

Execution

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

Date: **November 18, 2016**

HESAAM MOALLEM

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Form 401-A
(Revised 12/09)

Acceptance of Appointment and Consent to Serve as Registered Agent §5.201(b) Business Organizations Code

The following form may be used when the person designated as registered agent in a registered agent filing is an individual.

Acceptance of Appointment and Consent to Serve as Registered Agent

I acknowledge, accept and consent to my designation or appointment as registered agent in Texas for

Name of represented entity

I am a resident of the state and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if I resign.

x: _____

Signature of registered agent | *Printed name of registered agent* | *Date (mm/dd/yyyy)*

The following form may be used when the person designated as registered agent in a registered agent filing is an organization.

Acceptance of Appointment and Consent to Serve as Registered Agent

I am authorized to act on behalf of Capitol Corporate Services, Inc.

Name of organization designated as registered agent

The organization is registered or otherwise authorized to do business in Texas. The organization acknowledges, accepts and consents to its appointment or designation as registered agent in Texas for:

ONNIT LABS LLC

Name of represented entity

The organization takes responsibility to receive any process, notice, or demand that is served on the organization as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if the organization resigns.

x: Delanie Case | Delanie Case, Assistant Secretary on behalf of Capitol Corporate Services, Inc. | 11/18/2016

Signature of person authorized to act on behalf of organization | *Printed name of authorized person* | *Date (mm/dd/yyyy)*

00034025011 **Filing Number: 801270105**

756489P 580701
TX2016 05-102
Ver. 7.0 (Rev.9-15/33)

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP), Professional Associations (PA) and Financial Institutions

■ Tcode 13196

■ Taxpayer number 32041878045

■ Report year 2016

You have certain rights under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.

Taxpayer name ONNIT LABS, LLC		■ ☐ Check box if the mailing address has changed.	
Mailing address 4401 FREIDRICH LANE, SUITE 302			Secretary of State (SOS) file number or Comptroller file number
City AUSTIN	State TX	ZIP code plus 4 78744	0801270105

☐ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office	4401 FREIDRICH LANE, SUITE 302, AUSTIN, TX 78744
Principal place of business	4401 FREIDRICH LANE, SUITE 302 AUSTIN, TX 78744

3204187804516

You must report officer, director, member, general partner and manager information as of the date you complete this report.

Please sign below!

This report must be signed to satisfy franchise tax requirements.

SECTION A Name, title and mailing address of each officer, director, member, general partner or manager.

Name AUBREY M MARCUS	Title MANAGER	Director ☐ YES	Term expiration m m d d y y	
Mailing address 3604 WINDING CREEK DRIVE	City AUSTIN		State TX	ZIP Code 78735
Name	Title	Director ☐ YES	Term expiration m m d d y y	
Mailing address	City		State	ZIP Code
Name	Title	Director ☐ YES	Term expiration m m d d y y	
Mailing address	City		State	ZIP Code

SECTION B Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter information for each corporation, LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity.

Name of owned (parent) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

Registered agent and registered office currently on file (see instructions if you need to make changes)

You must make a filing with the Secretary of State to change registered agent, registered office or general partner information.

Agent: HESAAM MOALLEM			
Office: 4401 FREIDRICH LANE SUITE 302	City AUSTIN	State TX	ZIP Code 78744

The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation, LLC, LP, PA or financial institution.

sign here ▶ ✓	Title MANAGER	Date ✓ 9-9-16	Area code and phone number (512) 593-2933

Texas Comptroller Official Use Only

VE/DE	☐	PIR IND	☐

1019

7

FILED
In the Office of the
Secretary of State of Texas

MAR 27 2018

Corporations Section

CERTIFICATE OF CONVERSION
FOR
ONNIT LABS, LLC

This Certificate of Conversion is filed by Onnit Labs, LLC pursuant to Subchapter D of Chapter 10 of the Texas Business Organizations Code.

ARTICLE ONE
CONVERTING ENTITY INFORMATION

The name of the Converting Entity is Onnit Labs, LLC ("Converting Entity"), and its jurisdiction of formation is Texas. The date of formation of Converting Entity is May 17, 2010, and the file number issued to it by the Secretary of State is 801270105. Converting Entity is converting to a Delaware corporation named Onnit Labs, Inc. ("Converted Entity").

ARTICLE TWO
PLAN OF CONVERSION

Onnit Labs, LLC, a Texas limited liability company, is electing to convert to Onnit Labs, Inc., a Delaware corporation, pursuant to a Plan of Conversion.

Converting Entity certifies that a signed Plan of Conversion is on file at the principal place of business of Converting Entity at 4401 Freidrich Lane, Suite 302, Austin, TX 78744. After the conversion, a signed Plan of Conversion will be on file at the principal place of business of Converted Entity at 4401 Freidrich Lane, Suite 302, Austin, TX 78744. A copy of this Plan of Conversion will be provided without charge, on written request, to any member of the Converting Entity before the conversion is effective or to any shareholder of the Converted Entity after the conversion is effective.

ARTICLE THREE
APPROVAL

The Plan of Conversion has been approved as required by the laws of the State of Texas, the laws of the State of Delaware, and the Amended and Restated Company Agreement of Onnit Labs, LLC effective May 31, 2013, as amended.

ARTICLE FOUR
TAX CERTIFICATE

In lieu of providing the tax certificate, the Converted Entity is liable for the payment of any franchise taxes.

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ARTICLE FIVE
EFFECTIVE DATE OF CONVERSION

The conversion of Onnit Labs, LLC to Onnit Labs, Inc. shall become effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is March 31, 2018 at 11:59 pm CDT.

ONNIT LABS, LLC

By: _____
Aubrey Marcus, Managing Member

Filing Number: 801270105

Comptroller of Public Accounts FORM 05-102 (Rev.9-15/33)

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP), Professional Associations (PA) and Financial Institutions

■ **Tcode** 13196 Franchise

■ Taxpayer number: 32041878045

■ Report year: 2018

You have certain rights *under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.*

Taxpayer name	■ ◯ Blacken circle if the mailing address has changed.
ONNIT LABS, LLC	

Mailing address	Secretary of State (SOS) file number or Comptroller file number
4401 FREIDRICH LANE SUITE 302	0801270105

City	State	ZIP code plus 4
AUSTIN	TX	78744

◯ Blacken circle if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office
4401 FREIDRICH LANE SUITE 302, AUSTIN, TX, 78744
Principal place of business
4401 FREIDRICH LANE SUITE 302, AUSTIN, TX, 78744

You must report officer, director, member, general partner and manager information as of the date you complete this report.

1000000000015

Please sign below! **This report must be signed to satisfy franchise tax requirements.**

SECTION A Name, title and mailing address of each officer, director, member, general partner or manager.

Name	Title	Director	Term expiration (m m d d y y)
AUBREY M MARCUS	MANAGER	◯ YES	
Mailing address	**City**	**State**	**ZIP Code**
3604 WINDING CREEK DRIVE	AUSTIN	TX	78735
Name	Title	Director	Term expiration (m m d d y y)
		◯ YES	
Mailing address	City	State	ZIP Code
Name	Title	Director	Term expiration (m m d d y y)
		◯ YES	
Mailing address	City	State	ZIP Code

SECTION B Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
BLACK SWAN YOGA LLC	TX	0801100139	100.000
ONNIT ACADEMY, LLC	TX	0802075139	100.000

SECTION C Enter information for each corporation , LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity.

Name of owned (parent) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

Registered agent and registered office currently on file *(see instructions if you need to make changes)*

Agent: CAPITOL CORPORATE SERVICES, INC.

You must make a filing with the Secretary of State to change registered agent, registered office or general partner information.

Office:	City	State	ZIP Code
206 E 9TH ST SUITE 1300	AUSTIN	TX	78701

The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation, LLC, LP, PA or financial institution.

sign here	Title	Date	Area code and phone number
AUBREY MARCUS	OFFICER	11/09/2018	(512) 593 - 2933

Texas Comptroller Official Use Only

VE/DE	◯	PIR IND	◯

10

Comptroller of Public Accounts FORM

05-102
(Rev.9-15/33)

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP), Professional Associations (PA) and Financial Institutions

■ **Tcode** 13196 Franchise

■ Taxpayer number: **320418780450**

■ Report year: **2018**

You have certain rights *under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.*

Taxpayer name	■ ◯ Blacken circle if the mailing address has changed.
ONNIT LABS, LLC	
Mailing address: **4401 FREIDRICH LANE SUITE 302**	Secretary of State (SOS) file number or Comptroller file number: **0801270105**
City: **AUSTIN**	State: **TX**
ZIP code plus 4: **78744**	

◯ Blacken circle if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office
4401 FREIDRICH LANE SUITE 302, AUSTIN, TX, 78744
Principal place of business
4401 FREIDRICH LANE SUITE 302, AUSTIN, TX, 78744

You must report officer, director, member, general partner and manager information as of the date you complete this report.

1000000000015

Please sign below! **This report must be signed to satisfy franchise tax requirements.**

SECTION A Name, title and mailing address of each officer, director, member, general partner or manager.

Name	Title	Director	Term expiration (m m d d y y)
		◯ YES	
Mailing address	City	State	ZIP Code
Name	Title	Director	Term expiration (m m d d y y)
		◯ YES	
Mailing address	City	State	ZIP Code
Name	Title	Director	Term expiration (m m d d y y)
		◯ YES	
Mailing address	City	State	ZIP Code

SECTION B Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
ROLL ONNIT, LLC	**TX**	**0802126765**	**100.000**
Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter information for each corporation , LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity.

Name of owned (parent) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

Registered agent and registered office currently on file *(see instructions if you need to make changes)*

Agent: **CAPITOL CORPORATE SERVICES, INC.**

You must make a filing with the Secretary of State to change registered agent, registered office or general partner information.

Office: **206 E 9TH ST SUITE 1300**	City: **AUSTIN**	State: **TX**	ZIP Code: **78701**

The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation, LLC, LP, PA or financial institution.

sign here ▶	Title	Date	Area code and phone number
AUBREY MARCUS	**OFFICER**	**11/09/2018**	**(512) 593 - 2933**

Texas Comptroller Official Use Only

VE/DE	◯	PIR IND	◯

11

TEXAS SECRETARY of STATE
RUTH R. HUGHS

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number:	801270105	**Entity Type:**	Domestic Limited Liability Company (LLC)
Original Date of Filing:	May 17, 2010	**Entity Status:**	Conversion
Formation Date:	N/A		
Tax ID:	32041878045	**FEIN:**	
Duration:	Perpetual		

Name: Onnit Labs LLC

Address: 4401 FREIDRICH LANE SUITE 302
AUSTIN, TX 78744 USA

REGISTERED AGENT | FILING HISTORY | NAMES | MANAGEMENT | ASSUMED NAMES | ASSOCIATED ENTITIES

Name	Name Status	Name Type	Name Inactive Date	Consent Filing #
Onnit Labs LLC	Inactive	Legal	March 27, 2018	

Order Return to Search

Instructions:

- To place an order for additional information about a filing press the 'Order' button.

12

TEXAS SECRETARY of STATE
RUTH R. HUGHS

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number:	801270105	**Entity Type:**	Domestic Limited Liability Company (LLC)
Original Date of Filing:	May 17, 2010	**Entity Status:**	Conversion
Formation Date:	N/A		
Tax ID:	32041878045	**FEIN:**	
Duration:	Perpetual		

Name: Onnit Labs LLC
Address: 4401 FREIDRICH LANE SUITE 302
AUSTIN, TX 78744 USA

REGISTERED AGENT | FILING HISTORY | NAMES | MANAGEMENT | ASSUMED NAMES | ASSOCIATED ENTITIES

Last Update	Name	Title	Address
May 20, 2019	AUBREY M MARCUS	MANAGER	3604 WINDING CREEK DRIVE AUSTIN, TX 78735 USA

Order Return to Search

Instructions:
- To place an order for additional information about a filing press the 'Order' button.

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TEXAS SECRETARY of STATE
RUTH R. HUGHS

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number:	801270105	**Entity Type:**	Domestic Limited Liability Company (LLC)
Original Date of Filing:	May 17, 2010	**Entity Status:**	Conversion
Formation Date:	N/A		
Tax ID:	32041878045	**FEIN:**	
Duration:	Perpetual		

Name: Onnit Labs LLC
Address: 4401 FREIDRICH LANE SUITE 302
AUSTIN, TX 78744 USA

REGISTERED AGENT | FILING HISTORY | NAMES | MANAGEMENT | ASSUMED NAMES | ASSOCIATED ENTITIES

Name	Entity Type	Document Description	Filing Date	Entity Filing Number	Jurisdiction	Capacity
Onnit Labs, Inc.	Foreign For-Profit Corporation		March 27, 2018	0	DE, USA	Converted

Order Return to Search

Instructions:
- To place an order for additional information about a filing press the 'Order' button.

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TEXAS SECRETARY of STATE
RUTH R. HUGHS

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number:	802978280	**Entity Type:**	Foreign For-Profit Corporation
Original Date of Filing:	April 2, 2018	**Entity Status:**	In existence
Formation Date:	N/A		
Tax ID:	32066716070	**FEIN:**	272617820

Name:	Onnit Labs, Inc.
Address:	4401 Freidrich Lane, Suite 302 Austin, TX 78744 USA
Fictitious Name:	N/A
Jurisdiction:	DE, USA
Foreign Formation Date:	March 31, 2018

REGISTERED AGENT | FILING HISTORY | NAMES | MANAGEMENT | ASSUMED NAMES | ASSOCIATED ENTITIES

Name	Address	Inactive Date
Capitol Corporate Services, Inc.	206 E. 9th St., Ste. 1300 Austin, TX 78701-4411 USA	

Order Return to Search

Instructions:

- To place an order for additional information about a filing press the 'Order' button.

EXHIBIT
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TEXAS SECRETARY of STATE
RUTH R. HUGHS

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number:	802978280	**Entity Type:**	Foreign For-Profit Corporation
Original Date of Filing:	April 2, 2018	**Entity Status:**	In existence
Formation Date:	N/A		
Tax ID:	32066716070	**FEIN:**	272617820

Name: Onnit Labs, Inc.
Address: 4401 Freidrich Lane, Suite 302
Austin, TX 78744 USA
Fictitious Name: N/A
Jurisdiction: DE, USA
Foreign Formation Date: March 31, 2018

REGISTERED AGENT | FILING HISTORY | NAMES | MANAGEMENT | ASSUMED NAMES | ASSOCIATED ENTITIES

View Image	Document Number	Filing Type	Filing Date	Effective Date	Eff. Cond	Page Count
☑	804087880002	Application for Registration	April 2, 2018	April 2, 2018	No	3
☑	811513400002	Certificate of Assumed Business Name	May 4, 2018	May 4, 2018	No	1
☑	811513400003	Certificate of Assumed Business Name	May 4, 2018	May 4, 2018	No	1

Order | Return to Search

Instructions:
- To place an order for additional information about a filing press the 'Order' button.

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FILED
In the Office of the
Secretary of State of Texas

APR 02 2018

Corporations Section

REGISTRATION OF A FOREIGN FOR PROFIT CORPORATION ONNIT LABS, INC.

ARTICLE ONE

The entity is a foreign for-profit corporation. The name of the entity is Onnit Labs, Inc. (the "Corporation").

ARTICLE TWO

The Corporation's federal employer identification number is 27-2617820.

ARTICLE THREE

The Corporation is incorporated under the laws of the State of Delaware and the date of the Corporation's formation in the jurisdiction is March 31, 2018.

ARTICLE FOUR

As of the date of filing, the undersigned certifies that the foreign corporation currently exists as a valid corporation under the law of the jurisdiction of its formation.

ARTICLE FIVE

The purpose or purposes of the Corporation that it proposes to pursue in the transaction of business in Texas are set forth below.

To engage in any lawful business or activity under the laws of this state.

The Corporation also certifies that it is authorized to pursue such stated purpose or purposes in the state or country under which it is incorporated.

ARTICLE SIX

The date on which the foreign entity intends to transact business in Texas, or the date on which the foreign entity first transacted business in Texas is April 1, 2018.

ARTICLE SEVEN

The principal office address of the Corporation is: 4401 Freidrich Lane, Suite 302, Austin, TX 78744.

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ARTICLE EIGHT

The initial registered agent is an organization by the name of Capitol Corporate Services, Inc.

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

206 East 9th Street, Suite 1300
Austin, Texas 78701

ARTICLE NINE

The Corporation hereby appoints the Secretary of State of Texas as its agent for service of process under the circumstances set forth in section 5.251 of the Texas Business Organizations Code.

ARTICLE TEN

The name and address of each person on the board of directors of the Corporation is:

Aubrey Marcus
4401 Freidrich Lane, Suite 302
Austin, Texas 78744

Jason Havey
4401 Freidrich Lane, Suite 302
Austin, Texas 78744

EFFECTIVENESS OF FILING

This document takes effect when it is filed with and accepted by the Secretary of State.

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

[*Remainder of page intentionally blank*]

IN WITNESS WHEREOF, this Registration of a Foreign For-Profit Corporation has been executed on April 2, 2018 by the undersigned.

Aubrey Marcus, President

FILED
In the Office of the
Secretary of State of Texas

MAY 04 2018

Corporations Section

ASSUMED NAME CERTIFICATE
FOR FILING WITH THE SECRETARY OF STATE

1. The assumed name under which the business or professional service is, or is to be, conducted or rendered is **ONNIT**.
2. The legal name of the entity filing the assumed name is **Onnit Labs, Inc**.
3. The entity filing the assumed name is a **Delaware corporation**.
4. The file number, if any, issued to the entity by the Texas Secretary of State is: **N/A**.
5. The state, country, or other jurisdiction of formation of the entity is **Delaware**.
6. The entity's principal office address is **4401 Freidrich Lane, Suite 302, Austin, Texas 78744**.
7. The period during which the assumed name will be used is **10 years** from the date of filing.
8. The county or counties where business or professional services are being or are to be conducted or rendered under the assumed name are **ALL** counties including **Travis County, Texas**.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and also certifies that the person is authorized to sign on behalf of the identified entity. If the undersigned is acting in the capacity of an attorney in fact for the entity, the undersigned certifies that the entity has duly authorized the undersigned in writing to execute this document.

Date: May 4th, 2018

ONNIT LABS, INC.

By: _____
Jason Havey, COO

FILED
In the Office of the
Secretary of State of Texas

MAY 04 2018

Corporations Section

ASSUMED NAME CERTIFICATE
FOR FILING WITH THE SECRETARY OF STATE

1. The assumed name under which the business or professional service is, or is to be, conducted or rendered is **ONNIT LABS**.
2. The legal name of the entity filing the assumed name is **Onnit Labs, Inc**.
3. The entity filing the assumed name is a **Delaware corporation**.
4. The file number, if any, issued to the entity by the Texas Secretary of State is: **N/A**.
5. The state, country, or other jurisdiction of formation of the entity is **Delaware**.
6. The entity's principal office address is **4401 Freidrich Lane, Suite 302, Austin, Texas 78744**.
7. The period during which the assumed name will be used is **10 years** from the date of filing.
8. The county or counties where business or professional services are being or are to be conducted or rendered under the assumed name are **ALL** counties including **Travis County, Texas**.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and also certifies that the person is authorized to sign on behalf of the identified entity. If the undersigned is acting in the capacity of an attorney in fact for the entity, the undersigned certifies that the entity has duly authorized the undersigned in writing to execute this document.

Date: May 4th, 2018

ONNIT LABS, INC.

By: _____
Jason Havey, COO

6

TEXAS SECRETARY of STATE
RUTH R. HUGHS

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number:	802978280	**Entity Type:**	Foreign For-Profit Corporation
Original Date of Filing:	April 2, 2018	**Entity Status:**	In existence
Formation Date:	N/A		
Tax ID:	32066716070	**FEIN:**	272617820

Name:	Onnit Labs, Inc.
Address:	4401 Freidrich Lane, Suite 302 Austin, TX 78744 USA
Fictitious Name:	N/A
Jurisdiction:	DE, USA
Foreign Formation Date:	March 31, 2018

REGISTERED AGENT | FILING HISTORY | NAMES | MANAGEMENT | ASSUMED NAMES | ASSOCIATED ENTITIES

Last Update	Name	Title	Address
April 3, 2018	Aubrey Marcus	Director	4401 Freidrich Lane, Suite 302 Austin, TX 78744 USA
April 3, 2018	Jason Harvey	Director	4401 Freidrich Lane, Suite 302 Austin, TX 78744 USA

Order Return to Search

Instructions:

- To place an order for additional information about a filing press the 'Order' button.

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TEXAS SECRETARY of STATE
RUTH R. HUGHS

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number:	802978280	**Entity Type:**	Foreign For-Profit Corporation
Original Date of Filing:	April 2, 2018	**Entity Status:**	In existence
Formation Date:	N/A		
Tax ID:	32066716070	**FEIN:**	272617820

Name: Onnit Labs, Inc.

Address: 4401 Freidrich Lane, Suite 302
Austin, TX 78744 USA

Fictitious Name: N/A

Jurisdiction: DE, USA

Foreign Formation Date: March 31, 2018

REGISTERED AGENT | FILING HISTORY | NAMES | MANAGEMENT | ASSUMED NAMES | ASSOCIATED ENTITIES

Assumed Name	Date of Filing	Expiration Date	Inactive Date	Name Status	Counties
ONNIT	May 4, 2018	May 4, 2028		Active	All Counties
ONNIT LABS	May 4, 2018	May 4, 2028		Active	All Counties

Order Return to Search

Instructions:

- To place an order for additional information about a filing press the 'Order' button.

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PERSONAL FINANCIAL STATEMENT

FORM PFS - LOCAL

COVER SHEET
PAGE 1

Filed in accordance with chapter 572 of the Government Code.
For filings required in 2018, covering calendar year ending December 31, 2017.
Use FORM PFS--INSTRUCTION GUIDE when completing this form.

TOTAL NUMBER OF PAGES FILED: 9

Filer ID

1 NAME	TITLE; FIRST; MI: Delia A. NICKNAME; LAST; SUFFIX: Garza	**OFFICE USE ONLY** Date Received
2 ADDRESS	ADDRESS / PO BOX; APT / SUITE #; CITY; STATE; ZIP CODE: [redacted]	OCC RECEIVED AT APR 30 '18 PM4:38
		Date Hand-delivered or Date Postmarked
		Receipt # / Amount $
3 TELEPHONE NUMBER	AREA CODE: (512) PHONE NUMBER; EXTENSION: 978-2102	Date Processed
		Date Imaged

4 REASON FOR FILING STATEMENT

- ☐ CANDIDATE _____ (INDICATE OFFICE)
- ☑ ELECTED OFFICER City Council Member District 2 (INDICATE OFFICE)
- ☐ OTHER _____ (INDICATE POSITION)

5 Family members whose financial activity you are reporting (see instructions).

SPOUSE Ramiro Martinez, Jr.

DEPENDENT CHILD 1. Lourdes Leona Martinez

2. _____

3. _____

In Parts 1 through 18, you will disclose your financial activity during the preceding calendar year. In Parts 1 through 14, you are required to disclose not only your own financial activity, but also that of your spouse or a dependent child (see instructions).

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

EXHIBIT F

PERSONAL FINANCIAL STATEMENT

COVER SHEET PAGE 2

On this page, indicate any Parts of Form PFS that are not applicable to you. If you do not place a check in a box, then pages for that Part must be included in the report. ***If you place a check in a box, do NOT include pages for that Part in the report.***

6 PARTS NOT APPLICABLE TO FILER

- ☐ N/A Part 1A - Sources of Occupational Income
- ☑ N/A Part 1B - Retainers
- ☑ N/A Part 2 - Stock
- ☑ N/A Part 3 - Bonds, Notes & Other Commercial Paper
- ☑ N/A Part 4 - Mutual Funds
- ☑ N/A Part 5 - Income from Interest, Dividends, Royalties & Rents
- ☑ N/A Part 6 - Personal Notes and Lease Agreements
- ☐ N/A Part 7A - Interests in Real Property
- ☑ N/A Part 7B - Interests in Business Entities
- ☑ N/A Part 8 - Gifts
- ☑ N/A Part 9 - Trust Income
- ☑ N/A Part 10A - Blind Trusts
- ☑ N/A Part 10B - Trustee Statement
- ☑ N/A Part 11A - Assets of Business Associations
- ☑ N/A Part 11B - Liabilities of Business Associations
- ☐ N/A Part 12 - Boards and Executive Positions
- ☑ N/A Part 13 - Expenses Accepted Under Honorarium Exception
- ☑ N/A Part 14 - Interest in Business in Common with Lobbyist
- ☑ N/A Part 15 - Fees Received for Services Rendered to a Lobbyist or Lobbyist's Employer
- ☑ N/A Part 16 - Representation by Legislator Before State Agency
- ☑ N/A Part 17 - Benefits Derived from Functions Honoring Public Servant
- ☑ N/A Part 18 - Legislative Continuances

SOURCES OF OCCUPATIONAL INCOME

PART 1A

If the requested information is not applicable, indicate that on Page 2 of the Cover Sheet, ***and do NOT include this page in the report.***

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 INFORMATION RELATES TO	☑ FILER ☐ SPOUSE ☐ DEPENDENT CHILD _____
2 EMPLOYMENT ☐ EMPLOYED BY ANOTHER ☐ SELF-EMPLOYED	NAME AND ADDRESS OF EMPLOYER / POSITION HELD City of Austin 301 W. 2nd Austin, TX 78701 NATURE OF OCCUPATION City Council Member
INFORMATION RELATES TO	☐ FILER ☑ SPOUSE ☐ DEPENDENT CHILD _____
EMPLOYMENT ☐ EMPLOYED BY ANOTHER ☐ SELF-EMPLOYED	NAME AND ADDRESS OF EMPLOYER / POSITION HELD Omit 4401 Freidrich Ln Ste 302 Austin, TX 78744 NATURE OF OCCUPATION Accounting Supervisor
INFORMATION RELATES TO	☐ FILER ☐ SPOUSE ☐ DEPENDENT CHILD _____
EMPLOYMENT ☐ EMPLOYED BY ANOTHER ☐ SELF-EMPLOYED	NAME AND ADDRESS OF EMPLOYER / POSITION HELD NATURE OF OCCUPATION

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

RETAINERS

PART 1B

If the requested information is not applicable, indicate that on Page 2 of the Cover Sheet, ***and do NOT include this page in the report.***

This section concerns fees received as a retainer by you, your spouse, or a dependent child (or by a business in which you, your spouse, or a dependent child have a "substantial interest") for a claim on future services in case of need, rather than for services on a matter specified at the time of contracting for or receiving the fee. Report information here only if the value of the work actually performed during the calendar year did not equal or exceed the value of the retainer. For more information, *see* FORM PFS–INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 FEE RECEIVED FROM	NAME AND ADDRESS
2 FEE RECEIVED BY	NAME OF BUSINESS ☐ FILER OR FILER'S BUSINESS _____ ☐ SPOUSE OR SPOUSE'S BUSINESS _____ ☐ DEPENDENT CHILD _____ OR CHILD'S BUSINESS _____
3 FEE AMOUNT	☐ LESS THAN $5,000 ☐ $5,000–$9,999 ☐ $10,000–$24,999 ☐ $25,000–OR MORE
FEE RECEIVED FROM	NAME AND ADDRESS
FEE RECEIVED BY	NAME OF BUSINESS ☐ FILER OR FILER'S BUSINESS _____ ☐ SPOUSE OR SPOUSE'S BUSINESS _____ ☐ DEPENDENT CHILD _____ OR CHILD'S BUSINESS _____
FEE AMOUNT	☐ LESS THAN $5,000 ☐ $5,000–$9,999 ☐ $10,000–$24,999 ☐ $25,000–OR MORE

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

PERSONAL NOTES AND LEASE AGREEMENTS

PART 6

If the requested information is not applicable, indicate that on Page 2 of the Cover Sheet, ***and do NOT include this page in the report.***

Identify each guarantor of a loan and each person or financial institution to whom you, your spouse, or a dependent child had a total financial liability *of more than $1,000* in the form of a personal note or notes or lease agreement at any time during the calendar year and indicate the category of the amount of the liability. For more information, *see* FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 PERSON OR INSTITUTION HOLDING NOTE OR LEASE AGREEMENT	
2 LIABILITY OF	☐ FILER ☐ SPOUSE ☐ DEPENDENT CHILD _____
3 GUARANTOR	
4 AMOUNT	☐ $1,000--$4,999 ☐ $5,000--$9,999 ☐ $10,000--$24,999 ☐ $25,000--OR MORE
PERSON OR INSTITUTION HOLDING NOTE OR LEASE AGREEMENT	
LIABILITY OF	☐ FILER ☐ SPOUSE ☐ DEPENDENT CHILD _____
GUARANTOR	
AMOUNT	☐ $1,000--$4,999 ☐ $5,000--$9,999 ☐ $10,000--$24,999 ☐ $25,000--OR MORE
PERSON OR INSTITUTION HOLDING NOTE OR LEASE AGREEMENT	
LIABILITY OF	☐ FILER ☐ SPOUSE ☐ DEPENDENT CHILD _____
GUARANTOR	
AMOUNT	☐ $1,000--$4,999 ☐ $5,000--$9,999 ☐ $10,000--$24,999 ☐ $25,000--OR MORE

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

INTERESTS IN REAL PROPERTY

PART 7A

If the requested information is not applicable, indicate that on Page 2 of the Cover Sheet, ***and do NOT include this page in the report.***

Describe all beneficial interests in real property held or acquired by you, your spouse, or a dependent child during the calendar year. If the interest was sold, also indicate the category of the amount of the net gain or loss realized from the sale. For an explanation of "beneficial interest" and other specific directions for completing this section, *see* FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 HELD OR ACQUIRED BY	☐ FILER ☐ SPOUSE ☐ DEPENDENT CHILD _____
2 STREET ADDRESS ☐ NOT AVAILABLE	[redacted] Travis Co.
3 DESCRIPTION ☐ LOTS ☐ ACRES	NUMBER OF LOTS OR ACRES AND NAME OF COUNTY WHERE LOCATED Lot 1344, Travis County
4 NAMES OF PERSONS RETAINING AN INTEREST ☑ NOT APPLICABLE (SEVERED MINERAL INTEREST)	
5 IF SOLD ☐ NET GAIN ☐ NET LOSS	☐ LESS THAN $5,000 ☐ $5,000--$9,999 ☐ $10,000--$24,999 ☐ $25,000--OR MORE

HELD OR ACQUIRED BY	☐ FILER ☐ SPOUSE ☐ DEPENDENT CHILD _____
STREET ADDRESS ☐ NOT AVAILABLE	STREET ADDRESS, INCLUDING CITY, COUNTY, AND STATE
DESCRIPTION ☐ LOTS ☐ ACRES	NUMBER OF LOTS OR ACRES AND NAME OF COUNTY WHERE LOCATED
NAMES OF PERSONS RETAINING AN INTEREST ☐ NOT APPLICABLE (SEVERED MINERAL INTEREST)	
IF SOLD ☐ NET GAIN ☐ NET LOSS	☐ LESS THAN $5,000 ☐ $5,000--$9,999 ☐ $10,000--$24,999 ☐ $25,000--OR MORE

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

LIABILITIES OF BUSINESS ASSOCIATIONS

PART 11B

If the requested information is not applicable, indicate that on Page 2 of the Cover Sheet, ***and do NOT include this page in the report.***

Describe all liabilities of each corporation, firm, partnership, limited partnership, limited liability partnership, professional corporation, professional association, joint venture, or other business association in which you, your spouse, or a dependent child held, acquired, or sold 50 percent or more of the outstanding ownership and indicate the category of the amount of the liabilities. For more information, *see* FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 BUSINESS ASSOCIATION	NAME AND ADDRESS	
2 BUSINESS TYPE		
3 HELD, ACQUIRED, OR SOLD BY	☐ FILER ☐ SPOUSE ☐ DEPENDENT CHILD ———	
4 LIABILITIES	DESCRIPTION	CATEGORY ☐ LESS THAN $5,000 ☐ $5,000–$9,999 ☐ $10,000--$24,999 ☐ $25,000–OR MORE
		☐ LESS THAN $5,000 ☐ $5,000–$9,999 ☐ $10,000--$24,999 ☐ $25,000--OR MORE
		☐ LESS THAN $5,000 ☐ $5,000–$9,999 ☐ $10,000--$24,999 ☐ $25,000--OR MORE
		☐ LESS THAN $5,000 ☐ $5,000–$9,999 ☐ $10,000--$24,999 ☐ $25,000--OR MORE
		☐ LESS THAN $5,000 ☐ $5,000--$9,999 ☐ $10,000--$24,999 ☐ $25,000--OR MORE
		☐ LESS THAN $5,000 ☐ $5,000--$9,999 ☐ $10,000--$24,999 ☐ $25,000--OR MORE
		☐ LESS THAN $5,000 ☐ $5,000--$9,999 ☐ $10,000--$24,999 ☐ $25,000--OR MORE
		☐ LESS THAN $5,000 ☐ $5,000--$9,999 ☐ $10,000--$24,999 ☐ $25,000--OR MORE

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

BOARDS AND EXECUTIVE POSITIONS — PART 12

If the requested information is not applicable, indicate that on Page 2 of the Cover Sheet, ***and do NOT include this page in the report.***

List all boards of directors of which you, your spouse, or a dependent child are a member and all executive positions you, your spouse, or a dependent child hold in corporations, firms, partnerships, limited partnerships, limited liability partnerships, professional corporations, professional associations, joint ventures, other business associations, or proprietorships, stating the name of the organization and the position held. For more information, *see* FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 ORGANIZATION	Capital Metro		
2 POSITION HELD	Vice-Chair		
3 POSITION HELD BY	☑ FILER	☐ SPOUSE	☐ DEPENDENT CHILD _____
ORGANIZATION			
POSITION HELD			
POSITION HELD BY	☐ FILER	☐ SPOUSE	☐ DEPENDENT CHILD _____
ORGANIZATION			
POSITION HELD			
POSITION HELD BY	☐ FILER	☐ SPOUSE	☐ DEPENDENT CHILD _____
ORGANIZATION			
POSITION HELD			
POSITION HELD BY	☐ FILER	☐ SPOUSE	☐ DEPENDENT CHILD _____
ORGANIZATION			
POSITION HELD			
POSITION HELD BY	☐ FILER	☐ SPOUSE	☐ DEPENDENT CHILD _____

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

PERSONAL FINANCIAL STATEMENT AFFIDAVIT

The law requires the personal financial statement to be verified. The verification page must have the signature of the individual required to file the personal financial statement, as well as the signature and stamp or seal of office of a notary public or other person authorized by law to administer oaths and affirmations. Without proper verification, the statement is not considered filed.

I swear, or affirm, under penalty of perjury, that this financial statement covers calendar year ending December 31, 2017, and is true and correct and includes all information required to be reported by me under chapter 572 of the Government Code.

Signature of Filer

FRANCES AGUILAR REPKA
My Notary ID # 11133515
Expires August 30, 2020

AFFIX NOTARY STAMP / SEAL ABOVE

Sworn to and subscribed before me, by the said Delia Garza, this the 30th day of April, 20 18, to certify which, witness my hand and seal of office.

Signature of officer administering oath	Printed name of officer administering oath	Title of officer administering oath
	Frances Aguilar Repka	Notary