

**Form 202**

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

Filing Fee: \$25



**Certificate of Formation  
Nonprofit Corporation**

**Filed in the Office of the  
Secretary of State of Texas  
Filing #: 804416865 02/03/2022  
Document #: 1117258670002  
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**Article 1 - Corporate Name**

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

**Taxpayers Against Giveaways**

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

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

**OR**

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

**Name:**

**Bill Bunch**

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

**Street Address:**

**1307 Oxford Ave Austin TX 78704**

**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 - Management**

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

**OR**

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

Director 1: **Bill Bunch**

Title: **Director**

Address: **1307 Oxford Ave Austin TX, USA 78704**

Director 2: **Holly Reed**

Title: **Director**

Address: **2315 Enfield Rd Austin TX, USA 78703**

Director 3: **Nelson Linder**

Title: **Director**

Address: **1704 E 12th St. Austin TX, USA 78702**

Director 4: **Fred I Lewis**

Title: **Director**

Address: **4509 Edgemont Dr Austin TX, USA 78731**

Director 5: **Laura Templeton**

Title: **Director**

Address: **5802 Lookout Mountain Dr Austin TX, USA 78731**

Director 6: **Roger Borgelt**

Title: **Director**

Address: **614 S Capital of Texas Hwy Austin TX, USA 78746**

**Article 4 - Organization Structure**

A. The corporation will have members.

or

B. The corporation will not have members.

#### Article 5 - Purpose

The corporation is organized for the following purpose or purposes:

**The purposes for organizing the Corporation are not for profit and exclusively to promote social welfare within the meaning of Internal Revenue Code Section 501(c)(4). The purposes for which the corporation is formed are primarily to further the common good and general welfare of residents of Austin Texas area within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be amended (hereafter the "Internal Revenue Code"). In furtherance of these purposes, the corporation is authorized to receive property by gift, devise, or bequest and to invest and reinvest the same, and to apply the income and principal thereof, as the Board of Directors may from time to time determine, to promote social welfare of the people of Austin Texas area, and to engage in any and all lawful activities incidental thereto except as restricted herein.**

#### Supplemental Provisions / Information

#### ARTICLE 6 NONPROFIT CORPORATION

**The Corporation is a nonprofit corporation as defined in Chapter 22 of the Texas Business Organization Code, specifically Section 22.001 (5).**

#### ARTICLE 7 DURATION

**The Corporation will continue in perpetuity.**

#### ARTICLE 8 POWERS

**Except as these Articles otherwise specifically limit, the Corporation has all the powers provided in the Chapter 22, et seq., of the Texas Business Organization Code, as amended, to further its social welfare purposes. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. Nevertheless, the directors, officers and committee members may not receive compensation for their services in that capacity.**

#### ARTICLE 9 RESTRICTIONS AND REQUIREMENTS

**No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the corporation, or any private shareholder or private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation for carrying out the purposes set forth herein. Nonetheless, the directors, officers and committee members may not receive compensation for their services in that capacity.**

**The Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(4) of the Internal Revenue Code, or cause it to lose such exempt status, or carry on any activity not permitted for a 501(c)(4) organization.**

**ARTICLE 10  
LIMITATION ON LIABILITY OF DIRECTORS**

**None of the Directors of the Corporation shall be liable to the Corporation or its members (if any) for monetary damages for an act or omission in such individual's capacity as a director or trustee, except to the extent such individual is found liable for:**

- (a) a breach of the director's duty of loyalty to the corporation or its members (if any);**
- (b) 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;**
- (c) a transaction from which the individual received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or**
- (d) an act or omission for which the liability of a director is expressly provided for by an applicable statute.**

**ARTICLE 11  
CONSTRUCTION**

**All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.**

**ARTICLE 12  
DISSOLUTION**

**In the event that the corporation should ever dissolve, any remaining assets and property of the corporation shall, after paying or making provision for the payment of all liabilities of the corporation and for necessary expenses thereof, be applied to accomplish the charitable and educational purposes for which the corporation is organized by distributing such assets to one or more Charitable Organization or Organizations with similar purposes. In the event of voluntary dissolution, such Charitable Organization or Organizations shall be selected by the directors of the corporation, in their discretion, subject to approval of the plan of distribution which may, pursuant to Texas law, be required by the Texas Secretary of State, Attorney General of the State of**

Texas, and/or the court having jurisdiction over a cy pres proceeding with regard to such assets and property. In no event shall any of the assets be distributed to any member, trustee, director, or officer of the corporation, or any private shareholder or private individual.

**ARTICLE 13  
AMENDING ARTICLES OF INCORPORATION AND BYLAWS**

To amend the articles of incorporation requires a two-thirds vote of the entire Board of Directors.

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

**Effectiveness of Filing**

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

**OR**

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

**Initial Mailing Address**

Address to be used by the Comptroller of Public Accounts for purposes of sending tax information.

The initial mailing address of the filing entity is:

**1307 Oxford Ave  
Austin, Tx 78704  
USA**

**Organizer**

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

**Bill Bunch      1307 Oxford Ave, Austin Tx 78704**

**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.

**William "Bill" Bunch**

Signature of organizer.

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