

SEP 19 2014

**CERTIFICATE OF FORMATION
OF
TEXAS WEIGHTLIFTING LWC**

Corporations Section

I, the undersigned organizer of Texas Weightlifting LWC (the "Corporation"), a nonprofit corporation, acting pursuant to the Texas Business Organizations Code, do hereby adopt the following Certificate of Formation for the Corporation:

**ARTICLE 1
NAME**

The name of the Corporation is Texas Weightlifting LWC

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation and is not organized for the private gain of any person.

**ARTICLE 3
PURPOSES**

The Corporation is organized and will be operated exclusively for charitable, religious and educational purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Code. Within the scope of the foregoing purposes and without limiting the generality of the foregoing, the Corporation is organized and will be operated to grow the sport of Olympic Weightlifting in Texas. Texas Weightlifting will support and grow local members of U.S.A. Weightlifting by hosting events and providing educational opportunities to members of the U.S.A.W.

**ARTICLE 4
REGISTERED OFFICE AND REGISTERED AGENT**

The name of the Corporation's initial registered agent and street address of its registered office in the State of Texas is:

Gabe Lowy
3620 W. 5th Street
Fort Worth, TX 76107

**ARTICLE 5
NO MEMBERS**

The Corporation will not have members.

Certificate of Formation of Texas Weightlifting LWC

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Secretary of State

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**ARTICLE 6
MANAGEMENT BY BOARD OF DIRECTORS**

The Corporation shall be managed by a Board of Directors. The number of directors shall from time to time be fixed by, or in the manner provided in the Bylaws; provided, however that the number of directors shall not at any time be less than three (3).

**ARTICLE 7
INITIAL DIRECTORS**

The names and addresses of those who are serving as directors at the time of the adoption of this Certificate of Formation are as follows:

1. Gabe Lowy
3620 W. 5th Street
Fort Worth, TX 76107
2. Robert Sirks
330 Las Colinas Boulevard #372
Irving, TX 75039
3. Collin Del Balso
7016 Goodnight Ranch Road
North Richard Hills, TX 76182

**ARTICLE 8
NONPROFIT**

8.1 The Corporation is not organized for the pecuniary profit, nor shall it ever operate for the primary purpose of carrying on a business for profit. The Corporation shall not have any power to issue certificates of stock or declare dividends. The balance, if any, of all money and other assets received by the Corporation, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the Corporation as particularly set forth in ARTICLE 3 hereof.

8.2 Notwithstanding any other provisions of this Certificate of Formation or the Corporation's Bylaws, the Corporation shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity that might invalidate its status (a) as a corporation, which is exempt from federal income taxations as an organization described in Section 501(c)(3) of the Code; or (b) as a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

8.3 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 service rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE 3 hereof.

8.4 No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate of public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

ARTICLE 9 DISSOLUTION

In the event of the discontinuance of the Corporation by dissolution or otherwise, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall be distributed pursuant to any donor-imposed restrictions that are in compliance with this Certificate of Formation and, in the case of unrestricted assets of the Corporation and in all other cases, as determined by the Directors of this Corporation in their sole discretion, and, not withstanding any other provision of this Certificate of Formation, in no event shall any of the Corporation's assets or property, in the event of dissolution, be distributed to any organization not qualified for tax exempt status under Section 501(c)(3) of the Code or to any person, either for the reimbursement of any sum subscribed, donated or contributed by such person to the Corporation or for any other purpose.

ARTICLE 10 LIMITATION OF LIABILITY; INDEMNIFICATION

10.1 Limitation of Liability. No person shall be liable to the Corporation for monetary damages for any act or omission in such person's capacity as a director, officer, or committee member of the Corporation, or as a similar functionary of another corporation or other entity serving as such at the request of the Corporation, except that this Section 10.1 does not eliminate or limit the liability of a person for (i) a breach of a person's duty of loyalty to the Corporation; (ii) an act or omission not in good faith that constitutes a breach of duty of the person to the Corporation or involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a person received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office; (iv) an act or omission for which the liability of a person is expressly provided for by statute; or (v) any other act for which a person's liability can not be eliminated or limited under the laws of Texas. The foregoing elimination of liability to the Corporation for monetary damages shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a person may be entitled under any other provisions of the Certificate of Formation or Bylaws of the Corporation, contract or agreement, vote of directors, principle of law or otherwise.

10.2 Indemnification of Directors. The Corporation shall indemnify a director of the Corporation against reasonable expenses incurred by him in connection with a proceeding in which he is a named defendant or respondent because he is or was such a director, as the case may be, if he has been wholly successful, on the merits of otherwise, in the defense of the proceedings, unless such indemnification is limited by this Certificate of Formation. The Corporation shall also indemnify a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director against any

judgments, penalties, fines, settlements and reasonable expenses, including reasonable attorneys' fees, actually incurred by the person in connection with the proceeding if it is determined, in the manner described below, that the person (i) conducted himself in good faith, (ii) reasonably believed, in the case of conduct in his official capacity as a director of the cases, that his conduct was at least not opposed to the Corporation's best interests, and in all other cases, that his conduct was at least not opposed to the Corporation's best interests, and (iii) in the case of any criminal proceeding, had not reasonable cause to believe his conduct was unlawful; provided that if the proceeding was brought by or on behalf of the Corporation, the indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and provided further that a director may not be indemnified for obligations resulting from a proceeding (i) in which such director is found liable on the basis that he improperly received personal benefit, whether or not the benefit resulted from an action taken in such director's official capacity, or (ii) in which the director is found liable to the Corporation. Determinations that a person has satisfied the prescribed conduct and belief standards must be made (i) by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding, (ii) if such a quorum can not be obtained, by a majority vote of a committee of the Board of Directors designated to act in the matter by a majority vote of all directors and consisting solely of two (2) or more directors who at the time of the vote are not named defendants or respondents in the proceeding or (iii) by special legal council selected by the Board of Directors or a committee of the Board by vote as set forth in clause (i) or (ii) of this sentence, or, if the quorum described in clause (i) can not be obtained and the committee described in clause (ii) can not be established, by a majority vote of all directors. Authorization of indemnification and a determination as to reasonableness of expenses shall be made in the same manner as the determination that the person has satisfied the prescribed conduct and belief standards, except that if the determination that the person has satisfied the prescribed conduct and belief standards is made by special legal council, authorization of indemnification and the determination as to reasonableness of expenses shall be made by the Board of Directors or a committee of the Board by vote as set forth in clause (i) or (ii) of the immediately preceding sentence or, if such a quorum can not be obtained and such a committee can not be established, by a majority vote of all directors. The termination of a proceeding by judgment, order, settlement or conviction, or on a plea of nolo contendere or its equivalent, is not of itself determinative that the person did not meet the requirements for indemnification set forth above. Notwithstanding any other provision of this Certificate of Formation, the Corporation shall pay or reimburse expenses incurred by a director in connection with his appearance as a witness or other participation in a proceeding at a time when he is not a named defendant or respondent in the proceeding.

10.3 Advancement of Expenses to Directors. Reasonable expenses incurred by a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding shall be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding after the Corporation receives (i) a written affirmation by the director of his good faith belief that he has met the standard of conduct necessary for indemnification under Section 10.2 of this Article and a written undertaking by or on behalf of such director to repay the amount paid or reimbursed if it is ultimately determined that he has not met such standard, and (ii) a determination that the facts then known to those making the determination would not preclude indemnification under Section 10.2 of this Article. The written undertaking described in the immediately preceding sentence to repay the amount paid or reimbursed to the director by

the Corporation must be an unlimited general obligation of the director but need not be secured, and it may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payment under this Section 10.3 must be made in the manner specified in Section 10.2 of this Article for the determination that the person has satisfied the conduct and belief standards.

10.4 Officers. The Corporation shall indemnify and advance expenses to an officer of the Corporation to the same extent that it is required to indemnify and advance expenses to directors under this Certificate of Formation or by statute. In addition, the Corporation may indemnify and advance expenses to an officer to such further extent, consistent with law, as may be provided by the Certificate of Formation, Bylaws, general or specific action of the Board of Directors, or contract or as permitted or required by common law.

10.5 Others. The Corporation shall indemnify and advance expenses to an employee or agent of the Corporation to the same extent that it is permitted or required to indemnify and advance expenses to directors under this Certificate of Formation or by statute. The Corporation shall indemnify and advance expenses to persons who are not or were not officers, employees or agents of the Corporation but who are or were serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, director, employee, representative, agent or similar functionary of another corporation subject to the provisions of Chapter 22 of the Texas Business Organization Code, the profit corporation organized under laws other than the laws of Texas, other non-profit entity, corporation for profit subject to the provisions of the Texas Business Organization Code, corporation for profit organized under laws other than the laws of Texas, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise to the directors under this Article or by statute. In addition, the Corporation may indemnify and advance expenses to an employee, agent, or other person serving at the request of the Corporation (as described above in this Section 10.5) who is not a director to such further extent, consistent with law, as may be provided by the Certificate of Formation, the Bylaws, general or specific action of the Board of Directors, or contract or as permitted or required by law.

10.6 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, representative or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, director, employee, representative, agent or similar functionary of another corporation or other entity described in Section 10.5 of this Article against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the corporation would have the power to indemnify him against the liability under the Certificate of Formation or by statute.

10.7 Limitation. Notwithstanding the other provisions of this ARTICLE 10, the Corporation may not indemnify or advance expenses to or maintain insurance on behalf of any person if such indemnification, advancement or maintenance of insurance would subject the Corporation to income or excise tax under the federal tax code.

10.8 Entitlement. The indemnification provisions shall inure to each of the directors, officers, employees, representatives and agents of the Corporation, and other persons serving at the request of the Corporation (as provided in Section 10.5 of this Article), whether or not the

claim asserted against him is based on matters that antedate the adoption of this ARTICLE 10, and in the event of a person's death shall extend to his legal representatives, heirs and devisees, but such rights shall not be exclusive of any other rights to which a person may be entitled under any bylaw, agreement, vote of directors, principle of law or otherwise.

10.9 Definitions. For purposes of this Article:

- (a) The term "expenses" includes court costs and attorneys' fees;
- (b) The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding;
- (c) The term "director" means any person who is or was a director of the Corporation and any person who, while a director, office, partner, venturer, proprietor, director representative, employee, agent or similar functionary of another corporation or other entity described in Section 10.4 of this Article;
- (d) The term "official capacity" means, when used with respect to a director, the office of director in the Corporation and, when used with respect to a person other than a director, the elective or appointive office in the Corporation held by the officer or the employment agency relationship undertaken by the employee or agent on behalf of the Corporation, but does not include service (other than at the request of the Corporation) for any other corporation or other entity; and
- (e) The Corporation is deemed to have requested a director to serve an employee benefit plan whenever the performance by him of his duties to the Corporation also imposes duties on or otherwise involves services by him to the plan or participants or beneficiaries of the plan. Excise taxes assessed on a director with respect to an employee benefit plan pursuant to applicable law are deemed fines. Action taken or omitted to be taken by a director with respect to an employee benefit plan in the performance of his duties for a purpose reasonably believed by him to be in the interest of the participants and beneficiaries of the plan deemed to be for a purpose which is not opposed to the best interests of the Corporation.

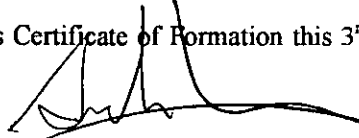
10.10 Right Cumulative. The provisions of this ARTICLE 10 shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which the Corporation's directors, officers, committee members, agents, employees or persons serving as similar functionaries of another corporation or other entity at the request of the Corporation may be entitled under any bylaw, agreement, vote of directors, principle of law or otherwise.

10.11 Severability. The provisions of this ARTICLE 10 are intended to comply with Texas Business Organizations Code. To the extent that any provisions of this Article authorizes or requires indemnification or the advancement of, expenses contrary to such statute or this Certificate of Formation, the Corporation's power to indemnify or advance expenses under such provision shall be limited to that permitted by such statute and this Certificate of Formation, and any limitation required by such statute or this Certificate of Formation shall not affect the validity of any other provision of this Article.

ARTICLE 11
AMENDMENT OF CERTIFICATE OF FORMATION

This Certificate of Formation may be altered or amended in whole or part by the affirmative vote of a majority of the Directors of the Corporation in office.

IN WITNESS WHEREOF, I have executed this Certificate of Formation this 3rd day of September, 2014.



Gabe Lowy
3620 W. 5th Street
Fort Worth, TX 76107

