



Office of the Secretary of State

CERTIFICATE OF FILING OF

Catholic Bar Association
File Number: 802244534

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

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

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

Dated: 06/29/2015

Effective: 07/06/2015



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

Carlos H. Cascos
Secretary of State

**CERTIFICATE OF FORMATION
OF
CATHOLIC BAR ASSOCIATION**

To: Secretary of State
Statutory Filings Division
Corporations Section
P.O. Box 13697
Austin, TX 78711-3697

I, the undersigned natural person over the age of eighteen, acting as organizer of a nonprofit corporation under the Texas Business Organization Code, adopt the following Certificate of Formation:

ARTICLE ONE: NAME

The name of the corporation is Catholic Bar Association (“Association”). The Association is a nonprofit corporation.

ARTICLE TWO: PURPOSE

The Association is organized exclusively for charitable, religious, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent United States tax laws (“Code”). Within the scope of these purposes, the Association is a community of legal professionals that educates, organizes, and inspires its members to faithfully uphold and bear witness to the Catholic faith in the study and practice of the law. To such end, the Association may exercise all powers available to nonprofit corporations organized under the Texas Business Organizations Code.

ARTICLE THREE: REGISTERED OFFICE AND AGENT

The name of the Association’s initial agent is an organization authorized to do business in Texas with a business office at that entity’s registered address, and the Company’s name is the Law Office of Ellen Eisenlohr Dorn, LLC. The business address of the registered agent and the registered office is 11520 N. Central Expressway, Suite 130, Dallas, Texas. The Association’s initial agent has consented in writing to this appointment.

ARTICLE FOUR: DURATION

The Association's duration is perpetual.

ARTICLE FIVE: MEMBERS

The Association shall have members who exercise some management authority over the Association. The rights and duties of the members shall be specified in its Bylaws.

ARTICLE SIX: DIRECTORS

The Board of Directors of the Association shall be the governing body of the Association. The number of directors (not less than three) and the manner of choosing directors shall be set forth in the Bylaws. The names and street address of the initial directors, who will serve as directors until the first annual meeting or until their successors are elected and qualified are:

Name	Street Address
Thomas P. Brandt	4849 Greenville Avenue, Suite 1300 Dallas, TX 75206
Thomas Brejcha	19 S. LaSalle Street, Suite 603 Chicago, IL 60603
Thomas E. Brennan, Jr.	2906 Colony Dr. East Lansing, MI 48823
Ellen Eisenlohr Dorn	11520 N. Central Expressway, Suite 130 Dallas, TX 75243
Mark Haug	P. O. Box 4090 Lawrence, KS 66046
William Kirk	5050 Ave Maria Blvd. Ave Maria, FL 34142
Joshua McCaig	900 W. 48 th Place, Suite 900 Kansas City, MO 64112
Tyler McClay	600 Clark Ave. Jefferson City, MO 65102
Terrance McKeegan	311 S. Royal Street Alexandria, VA 22314
Paul J. McNamara	One International Place, 8th Floor Boston, MA 02110

Mary Pilcher-Cook

13910 West 58th Place
Shawnee, KS 66216

Jake M. Vollebregt

18101 Von Karman Avenue, Suite 1000
Irvine, CA 92612

ARTICLE SEVEN: ORGANIZER

The name and street address of the Organizer is:

Name	Street Address
Ellen Eisenlohr Dorn	11520 N. Central Expressway, Suite 130 Dallas, TX 75243

ARTICLE EIGHT: RESTRICTED ACTIVITIES

Section 8.01. **Compliance With Federal Tax Law.**

Notwithstanding any other provision of this Certificate of Formation, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its regulations, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations.

Section 8.02. **No Private Inurement.**

No part of the net earnings of the Association shall inure to the benefit of any director or officer of the Association, or any private individual. No director or officer of the Association, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association.

Section 8.03. **Limitation on Legislative Activity and Participation in Political Campaigns.**

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE NINE: DISSOLUTION

In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provided for, all of the remaining assets of the Corporation shall

be distributed to one or more organizations that: i) engage in activities substantially similar to those of the Corporation; ii) are exempt from federal income tax under Section 501(c) (3) of the Code; and iii) are not private foundations within the meaning of Section 509(a) of the Code.

ARTICLE TEN: LIMITATION OF LIABILITY

Section 10.01. Limitation of Liability.

A director of the Association shall not be personally liable to the Association for monetary damages for any act or omission in the director's capacity as a director, except that this Article does not authorize the elimination or limitation of liability of a director to the extent the director is found liable for: i) a breach of the director's duty of loyalty to the Association, ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law; iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or iv) an act or omission for which the liability of the director is expressly provided by an applicable statute.

Section 10.02. This Limitation Not Exclusive.

This limitation of liability shall not be exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other contract or agreement, vote of the directors, principle of law or otherwise. In addition, a director shall be relieved of liability to the full extent permitted by any amendment to any statute hereafter enacted that further limits the liability of directors. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of the director of the Association existing at the time of the repeal or amendment.

ARTICLE ELEVEN: AMENDMENTS

The power to amend this Certificate of Formation and to adopt, amend or repeal the Bylaws of the Association shall be vested in the members of the Association, who shall exercise this power in the manner provided in Bylaws.

ARTICLE TWELVE: EFFECTIVE DATE

This Certificate of Formation shall become effective on July 6, 2015, the 480th anniversary of the martyrdom of St. Thomas More.

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As Organizer of the Association, I sign this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certify under penalty of perjury that I am authorized to execute this Certificate of Formation.

I sign this Certificate of Formation as of this 6th day of July, 2015.



ELLEN EISENLOHR DORN