

**RESTATED AND AMENDED CERTIFICATE OF FORMATION
OF
AMERICAN VOLKSSPORT ASSOCIATION, INC.**

ARTICLE 1

AMERICAN VOLKSSPORT ASSOCIATION, INC. (referred to as the "Corporation"), a Texas nonprofit corporation subject to the Texas Business Organizations Code, Chapter 22 (referred to as the "Act"), has adopted this Restated and Amended Certificate of Formation. This Restated Certificate of Formation accurately copies the previous Articles of Incorporation and all prior amendments that are in effect to date and includes further amendments described in Article 4. The Secretary of State File No. is 37967201. The date of the formation of the Corporation is April 20, 1976.

**ARTICLE 2
PROCEDURE OF ADOPTION OF AMENDMENTS**

The Restated and Amended Certificate of Formation was adopted in the following manner:

The Corporation, through approval by a majority of the Board of Directors, adopted the Restated and Amended Certificate of Formation at its Board meeting on _____, 2019. The members, by a two-thirds affirmative vote, adopted the Restated and Amended Certificate of Formation at a meeting on _____, 2020, as required by the Act and the governing documents of the Corporation. The Corporation has no one else eligible to vote on these amendments.

**ARTICLE 3
RESTATED ARTICLES**

The Certificate of Formation and all amendments and other changes to those articles of amendment are superseded by the Restated and Amended Certificate of Formation set forth as Exhibit A, attached and incorporated here for all purposes.

**ARTICLE 4
AMENDMENT OF CERTIFICATE OF FORMATION**

The Restated and Amended Certificate of Formation includes the following amendments:

The prior Articles of Incorporation was deleted and replaced with the provisions in the Restated and Amended Certificate of Formation attached as Exhibit A.

Each new amendment has been made in accordance with the Texas Business Organizations Code. The amendments to the Certificate of Formation and the Restated Certificate of Formation have been approved in the manner required by the Act and the Corporation's governing documents.

The Restated Certificate of Formation, which is attached to this form, accurately states the text of the Certificate of Formation being restated and each amendment to the Certificate of Formation being restated that is in effect and as further amended by the Restated Certificate of Formation. The attached Restated Certificate of Formation does not contain any other change in the Certificate of Formation being restated except for the information permitted to be omitted by the provisions of the Code applicable to the filing entity.

The undersigned affirms that the individual 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 this filing instrument.

I am an officer of the Corporation, and I hereby execute this Restated and Amended Certificate of Formation on behalf of the Corporation on this ____ day of _____, 2020.

AMERICAN VOLKSSPORT ASSOCIATION, INC.

By: _____

Name: _____

Title: _____

**RESTATED AND AMENDED CERTIFICATE OF FORMATION
OF
AMERICAN VOLKSSPORT ASSOCIATION, INC.
(A NONPROFIT CORPORATION)**

The Board of Directors of the Corporation adopts the following Restated and Amended Certificate of Formation of **AMERICAN VOLKSSPORT ASSOCIATION, INC.** (referred to as the “Corporation”) pursuant to the provisions of the Texas Business Organizations Code, Chapter 22 (referred to as the “Act”):

ARTICLE 1
ENTITY NAME AND TYPE

The filing entity is a nonprofit corporation. The name of the Corporation is **AMERICAN VOLKSSPORT ASSOCIATION, INC. doing business as AVA: America’s Walking Club.**

ARTICLE 2
DISSOLUTION

Upon dissolution, all Corporation assets shall be distributed to an organization qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (after this the “Code”), that serves similar purposes as the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations (or to the federal government, or a state or local government, for a public purpose), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 3
DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4
PURPOSES

The purposes for which the Corporation is organized are to perform charitable and educational activities within the meaning of Section 501(c)(3) of the Code, and to do all things necessary and appropriate to carry out these purposes. Within the scope of the preceding purposes and not by way of limitation, the Corporation is organized and operated to promote public health, physical fitness and well-being of the people of the United States, its possessions, trusts, territories, dependencies, and overseas military bases and diplomatic missions. The Corporation organizes, promotes and conducts scheduled programs of noncompetitive, family oriented, participatory lifetime sports, including, but not limited to, walking (including jogging and running), bicycling, swimming, cross-country skiing, and other such events as may be

EXHIBIT A

sanctioned by the Corporation and/or the International Federation of Popular Sports (IVV), and seeks to fulfill the following specific purposes:

- (a) to act as the official representative of the IVV in the United States, its possessions, trusts, territories, dependencies, and overseas military bases and diplomatic missions, and to be the official representative of the United States at all meetings of the IVV;
- (b) to administer the IVV Achievement Awards Program in the United States, its possessions, trusts, territories, dependencies, and overseas military bases and diplomatic missions;
- (c) to develop and implement a program of public information and education to engender interest in scheduled programs of noncompetitive, family oriented, participatory lifetime sports;
- (d) to supervise the compilation of a national calendar of sanctioned events to be made available to its member organizations, their members and the general public;
- (e) to increase communication among members and Volkssport participants through the most efficient and timely means of communication. (publication of a newsletter and a newspaper, both circulated in print or electronically to its members and available by subscription to the general public;-
- (f) to assist in the organization of new Volkssport clubs within the geographic jurisdiction of the AVA;
- (g) to provide an understanding of the benefits of participation in organized programs of noncompetitive, family oriented, participatory, lifetime sports;
- (h) to foster a preventive maintenance concept of health care;
- (i) to stress the fun and exhilaration of walking, jogging, running, bicycling, swimming, cross-country skiing and such other events as may be sanctioned by the Corporation and/or the IVV;
- (j) to sanction events in conjunction with or under the auspices of the IVV and other organizations that align with our mission to do all things necessary and incident thereto.

All activities of the corporation will be carried on to be responsive to the needs of all persons, without regard to race, religion, sex, age, national or cultural origin, place of residence, economic circumstances, lifestyle, or social status.

ARTICLE 5 **POWERS**

Except as otherwise provided in this Certificate of Formation, the Corporation shall have all the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable

compensation to officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

ARTICLE 6 **RESTRICTIONS AND REQUIREMENTS**

The Corporation shall not pay dividends or other corporate income to its officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Code, the Treasury Regulations promulgated thereunder, and any related Internal Revenue Service (“IRS”) pronouncements. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving charitable contributions which are tax deductible under Section 170(c)(2) of the Code, the Treasury Regulations promulgated thereunder, and any related IRS pronouncements. Regardless of any other provision in these Certificate of Formation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote any substantial part of its activities to attempting to influence legislation by propaganda or otherwise.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an “action organization” as defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements.
6. Distribute its assets on dissolution other than described herein.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation’s primary, exempt purposes.

In the event the Corporation is or becomes a private foundation as described in Code Section 509(a), and notwithstanding any other provision contained herein, the Corporation shall

EXHIBIT A

make distributions at such time and in such manner as not to subject the Corporation to tax under Code Section 4942; the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d); the Corporation shall not retain any excess business holdings as defined in Code Section 4943(c); the Corporation shall not make any investments that would subject the Corporation to tax under Code Section 4944; and the Corporation shall not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE 7 **MEMBERS**

The Corporation shall have members whose rights, duties and privileges are described in the Bylaws.

ARTICLE 8 **REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148. The name of the registered agent at this office is Henry Rosales. The Board of Directors may change the registered office and registered agent in its discretion.

ARTICLE 9 **MANAGEMENT VESTED IN BOARD OF DIRECTORS**

The management of this corporation is vested in a board of directors. The Board of Directors may also be referred to as the National Executive Council. The Board of Directors may elect officers as allowed in the Bylaws.

ARTICLE 10 **LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS**

A director or officer is not liable to the Corporation for monetary damages for an act or omission in the director's or officer's capacity except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 11 **INDEMNIFICATION**

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the Bylaws, the directors shall have the power to define the requirements and limitations for the Corporation to indemnify officers or others related to the Corporation.

ARTICLE 12
CONSTRUCTION

All references in this Certificate of Formation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. This document becomes effective when the document is filed with the Texas Secretary of State.

ARTICLE 13
BOARD OF DIRECTORS

The names and addresses of the persons who are serving as directors are:

1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

David Bonewitz, 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

Nancy Wittenberg, 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

Cecilia Miner, 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

Chase Davis, 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

Mike Green, 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

Robert Buzolich, 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

Butch Spaulding, 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

Chris Mellen, 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

Tom Baltes, 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

Carl Cordes, 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

Sherry Sayers, 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

Lucy Yother, 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

John McClellan, 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

Sammy Hunnicutt, 1001 Pat Booker Road, Suite 101, Universal City, Texas 78148

All future directors will be elected in the manner described in the Bylaws.

ARTICLE 14
ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of members, officers, directors, or other such persons entitled to vote whose vote would be necessary to take action at a meeting. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the officers, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested, by facsimile or by electronic mail (e-mail). The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents but were eligible to vote on that matter. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed. A telegram, telex, cablegram, electronic mail (e-mail), or similar transmission by a director, officer, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the director, officer, or committee member.

ARTICLE 15
AMENDMENTS

The members may amend the Certificate of Formation by a two-thirds vote of the members at a duly noticed meeting at which a quorum is present, or in any manner authorized by the Texas Business Organization Code, Chapter 22.