

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Nandita Berry
Secretary of State

Office of the Secretary of State
Packing Slip

June 26, 2014
Page 1 of 1

George M Thomas
Teen Challenge of Texas
3850 S Loop 1604 W, Lot 1
San Antonio, TX 78264-3418

Batch Number: **55018445**
Client ID: **420293747**

Batch Date: **06-23-2014**
Return Method: **Mail**

Document Number	Document Detail	Number / Name	Page Count	Fee
550184450002	Certificate of Amendment	Adult & Teen Challenge of Texas	0	\$25.00

Total Fees: \$25.00

Payment Type	Payment Status	Payment Reference	Amount
Check	Received	4540	\$25.00
Total:			\$25.00

Total Amount Charged to Client Account: \$0.00

(Applies to documents or orders where Client Account is the payment method)

Note to Customers Paying by Client Account: This is not a bill. Payments to your client account should be based on the monthly statement and not this packing slip. Amounts credited to your client account may be refunded upon request. Refunds (if applicable) will be processed within 10 business days.

User ID: MACONKEL



Office of the Secretary of State

June 26, 2014

Teen Challenge of Texas
3850 S. Loop 1604 W
Schertz, TX 78108 USA

RE: Adult & Teen Challenge of Texas
File Number: 35348101

It has been our pleasure to file the Certificate of Amendment for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

CERTIFICATE OF FILING OF

Adult & Teen Challenge of Texas
35348101

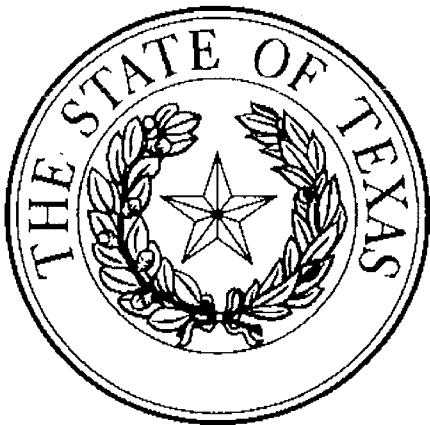
[formerly: Teen Challenge of Texas]

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity 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.

Dated: 06/23/2014

Effective: 06/23/2014



NANDITA BERRY

Nandita Berry
Secretary of State

Form 424
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: See instructions



This space reserved for office use.

Certificate of Amendment

FILED
In the Office of the
Secretary of State of Texas

JUN 23 2014

Corporations Section

Entity Information

The name of the filing entity is:

Teen Challenge of Texas

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- | | |
|---|---|
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Professional Corporation |
| <input checked="" type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Partnership |

The file number issued to the filing entity by the secretary of state is: 35348101

The date of formation of the entity is: December 9, 1974

Amendments

1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

Adult & Teen Challenge of Texas

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

2. Amended Registered Agent/Registered Office

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

Registered Agent
(Complete either A or B, but not both. Also complete C.)

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

OR

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

First Name *M.I.* *Last Name* *Suffix*

The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

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

Street Address (No P.O. Box) *City* *TX*
State *Zip Code*

3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

Add each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

Alter each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

Article IV - Purposes

The primary purposes for which this Corporation is organized are religious, educational, and charitable ones, to wit: To provide youth, adults, and families with an effective and comprehensive Christian faith-based solution to life=controlling addictions in order for them to become productive members of society.

Delete each of the provisions identified below from the certificate of formation.

Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing (Select either A, B, or C.)

- 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 signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
The following event or fact will cause the document to take effect in the manner described below:

Execution

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.

Date: June 13, 2014

By: Teen Challenge of Texas

George M. Thomas
Signature of authorized person

George M. Thomas
Printed or typed name of authorized person (see instructions)

RESTATE
ARTICLES OF INCORPORATION
OF
TEEN CHALLENGE OF TEXAS

FILED
In the Office of the
Secretary of State of Texas
OCT 01 2010
Corporations Section

These Restated Articles of Incorporation, as amended ("Articles of Incorporation"), accurately restate the entire Articles of Incorporation, supplemented, as applicable, by such certificates of restatement, consolidation and/or amendment previously issued by the Secretary of State of Texas, and as is further amended by the provisions set forth herein. All amendments thereto and the final form of these Articles of Incorporation have been duly authorized by the Board of Directors hereof and have been effected in conformity with the provisions of the Texas Non-Profit Corporation Act (V.A.T.S., Title 32, Chapter 9, Art. 1396-1.01, *et seq.*)

Each new amendment has been made in accordance with the Texas Business Organizations Code (BOC); each amendment has been approved in the manner required by the BOC and the entity's governing documents. The Restated Articles of Incorporation accurately states the text of the Articles of Incorporation being restated and each amendment to the Articles of Incorporation that is in effect, as further amended by the Restated Articles of Incorporation; the Restated Articles of Incorporation does not contain any other change in the Articles of Incorporation other than omissions allowed by BOC sec. 3.059.

The amendments and restated Articles of Incorporation was adopted at a meeting of the Board of Directors held on April 15, 2010 and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.

ARTICLE I – NAME

The name of this Corporation is:

Teen Challenge of Texas

ARTICLE II – FORMATION

Teen Challenge of Texas ("Corporation") is a non-profit corporation organized and incorporated under the laws of the State of Texas.

ARTICLE III – DURATION

The duration of the Corporation is perpetual.

ARTICLE IV – PURPOSES

The primary purposes for which this Corporation is organized are religious, educational, and charitable ones, to wit: To provide adults, Eighteen (18) years of age and older, with an effective and comprehensive Christian faith-based solution to life-controlling drug and alcohol problems in order for them to become productive members of society. By applying biblical principles, Teen Challenge of Texas endeavors to help people become mentally sound, emotionally balanced, socially adjusted, physically well, and spiritually alive.

ARTICLE V – MEMBERS

The Corporation is to have no members.

ARTICLE VI – REGISTERED AGENT AND REGISTERED OFFICE

The registered office of this Corporation is hereby designated to be:

3850 South Loop 1604 West, San Antonio, Texas 78264.

The registered agent of the Corporation at the registered office of the Corporation is hereby designated to be:

George M. Thomas
3850 South Loop 1604 West
San Antonio, Texas 78264

ARTICLE VII – STATEMENT OF FAITH

The statement of faith of this organization is in agreement with Teen Challenge International, USA, Post Office Box 1015, Springfield, Missouri 65801.

ARTICLE VIII – ACCREDITATION

TEEN CHALLENGE OF TEXAS is incorporated under the laws of the State of Texas, and complies with the accreditation standards established by Teen Challenge International, USA, with Headquarters at 5250 N Towne Centre Dr, Ozark, Missouri 65721.

ARTICLE IX – PREROGATIVES

This Corporation shall have the right:

SECTION 1: To elect its own officers and committees, to arrange for its meetings and programs, and to govern itself in accordance with the Articles of Incorporation.

SECTION 2: To establish and maintain such departments and institutions as may be deemed necessary to accomplish its purposes.

SECTION 3: To acquire, purchase, secure and own grounds, buildings, equipment and any and all other property, real, chattel, or personal that may be donated, bequeathed, or in any manner conveyed to or acquired by the Corporation subject to the limitations of the law; also, to sell bonds, issue annuities, convey mortgage, and lease real estate or other property owned and held by the Corporation for the maintenance and perpetuation of its work.

ARTICLE X – MANAGEMENT OF CORPORATION

The management of the Corporation is vested in its Board of Directors. The provisions shall govern the qualification, manner of selection, duties, terms, and other matters relating to the Board of Directors hereof and of any amendments or adoption of Articles of Incorporation, which may be adopted by the Board of Directors from time to time.

ARTICLE XI – BOARD OF DIRECTORS

At all times, there shall be at least seven (7) directors with no more than two (2) directors being compensated directors. Of the directors, at least a majority shall be credentialed ministers or spirit-filled members of the Assemblies of God, and the remaining members must be proven ministers and laypersons from the Assemblies of God, or from other evangelical groups who are in harmony with the Assemblies of God.

The Board of Directors shall establish policy, and supervise the entire program through their President/CEO. The Board of Directors shall meet at least six (6) times a year and elect its own Directors and Board of Directors officers annually.

The names and addresses of the members of the Board of Directors duly elected and installed as of the date hereof are:

<u>Name</u>	<u>Address</u>
George M. Thomas	1822 Viljandi Moon, San Antonio, Texas 78251
R. Wayne Clark	302 Twisted Wood, San Antonio, Texas 78216
Randy Garcia	9719 Lindrith, Helotes, Texas 78023
Peter Dunn	8350 US Highway 87 East, San Antonio, Texas 78263
Steve LaGrone	13330 La Vista, San Antonio, Texas 78216
Bethany Babcock	12474 Starcrest Dr. #1104, San Antonio, Texas 78216
Doug Roberts	16110 Tree Ridge Place, San Antonio, Texas 78247
Robert Hogan	22110 Bridgestone Hawk Court, Spring, Texas 77388

ARTICLE XII – DUTIES AND POWERS OF THE BOARD

The Board of Directors shall have the following duties and powers:

- (A) To aid in the promotion of the Teen Challenge of Texas ministry and the securing of funds by which the Corporation shall operate and to approve the annual budget.
- (B) To ensure that the centers are properly accredited by Teen Challenge International, USA, and in compliance with the Teen Challenge International, USA Accreditation Standards.
- (C) To enter into, make, perform, and carry out contracts of every sort and kind, which may be necessary or convenient for the business of the Corporation.
- (D) To borrow or raise money for any of the purpose of this Corporation and from time to time, to issue bonds, notes or other obligations, secured or unsecured, of this Corporation for moneys so borrowed, or in payment for property acquired, or for any of the other objects or purposes of this Corporation or in connection with its purpose to

secure such bonds, notes or other obligations by mortgage or mortgages, or deed or deeds of trust, or pledge other lien upon any or all of the property, rights or privileges of this Corporation, where so ever situated, acquired or to be acquired, and to pledge, sell or otherwise dispose of any or all such bonds, notes, and other obligations of the Corporation for its corporate purposes.

- (E) In connection with the purchase, lease or other acquisition by this Corporation of any property of whatsoever nature to pay therefore in cash or property or to issue in exchange therefore bonds, notes, or other securities or evidence of indebtedness of this Corporation and to assume in connection with any such acquisition any liabilities of any person, firm, association or Corporation.
- (F) To receive money or property of all kinds by gift, donation, devise, or bequest from any person or persons, or other source or sources whatsoever, and to hold or apply the same toward the use and benefit of this Corporation for the purposes herein specified.
- (G) To do all and any things necessary, suitable, convenient or proper for or in connection with or incidental to, the accomplishment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this Corporation or to enhance the value of any of its properties; and, in general to do any and all things and exercise any and all powers which it may now or hereafter be lawful for this Corporation to do or exercise under the laws of the State of Texas, that may now be or hereafter be applicable to this Corporation.
- (H) Notwithstanding any of the above statements this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.
- (I) Annually in the August Board of Directors meeting, to approve the Operational Guidelines & Policy Manual with any changes.

ARTICLE XIII – PRESIDENT/CEO AND VICE PRESIDENT(S) AND THEIR QUALIFICATIONS

Section 1: The Board of Directors shall elect all Board of Directors Officers annually from among the Board of Directors.

Section 2: The President/CEO shall be acceptable to Teen Challenge International, USA. He/she shall be employed and can be terminated at the discretion of the Board of Directors as he/she serves "at will employment." The CEO/President shall be a mature Christian and filled with the Holy Spirit. He/she shall have a good working knowledge of the Teen Challenge Ministry, possess good managerial and interpersonal skills, and possess at least an undergraduate degree from an accredited college or university.

Section 3: The Vice President shall be nominated by the CEO/President and hired by the Board of Directors. The Vice President shall be a mature Christian and filled with the Holy Spirit. He/she shall have a good working knowledge of the Teen Challenge ministry and possess good managerial and interpersonal skills. He/she shall be employed and can be terminated at the discretion of the Board of Directors. The Vice President serves "at will employment."

ARTICLE XIV – BOARD OF DIRECTORS OFFICERS AND DUTIES

SECTION 1: CHAIRMAN OF THE BOARD: He/she shall, if present, preside at all meetings of the Board of Directors, have general supervision, direction and control of the officers of the Corporation and exercise and perform such other powers and duties as may be from time to time assigned to him/her from the Board of Directors.

SECTION 2: VICE CHAIRMAN: In the absence of the Chairman, the Vice Chairman shall perform the functions of that office and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall assume other duties as assigned by the Chairman and the Board of Directors.

SECTION 3: SECRETARY: The Secretary shall keep an accurate record of the minutes of all official meetings and shall arrange for copies to be sent to all members of the

Board of Directors. He/she shall be the custodian of the Corporation Minute Book.

SECTION 4: TREASURER: The Treasurer shall be responsible for authenticating the financial records of the Corporation. Annually outside independent certified public accountant(s) shall review and/or audit the financial records of the Corporation resulting in an audited financial statement for the Corporation unless otherwise approved by the Board of Directors. The Treasurer acting as the Board of Director Liaison shall be at the exit interview with Certified Public Accountant(s) upon completion of the engagement and to report to the full Board of Directors concerning it.

SECTION 5: PRESIDENT/CEO: The President shall be the Chief Executive Officer of the Corporation and shall, subject to the direction, will and approval of the Board of Directors, have general supervision, direction, and control of the operation of the Corporation. He shall, by virtue of office, be a member of the Board of Directors and the Executive Committee. He/she shall present to the Board of Directors for its approval major expenses over \$10,000 unless the dollar amount is changed by a majority vote of the Board of Directors, expansion plans, programs, policies, financial and program information for the year-to-date at each Board meeting, and an annual budget prior to the beginning of the upcoming fiscal year, as well as any other requirement made by the Board of Directors.

SECTION 6: The evaluation and the compensation package for of the President/CEO shall be fixed from time to time by the Board of Directors at a regular Board meeting without the presence of the President/CEO.

SECTION 7: No other Board of Directors Officer shall be eligible for any compensation for performing his/her duties.

SECTION 8: All Board of Directors officers shall have served on the Board of Directors for a minimum of one year.

SECTION 9: Compensation packages for Regional Directors and above shall be recommended by the President/CEO and approved by a majority of the Board of Directors.

ARTICLE XV – ELECTIONS AND VACANCIES

- SECTION 1:** Elections of directors and officers of Board of Directors shall take place at the first Board of Directors meeting each year. Voting shall be by voice, unless one existing director requests a secret ballot, and election shall be by a majority vote of the Directors present.
- SECTION 2:** The members of the Board of Directors who are not serving by virtue of their office shall be elected for one year each year by the Board of Directors at a Board of Directors meeting held prior to the August meeting, but there shall be no time limitation as how many times consecutively he/she can be elected to serve as a Director or Board of Directors Officer.
- SECTION 3:** All Board of Directors officers shall be nominated by members of the Board of Directors and elected annually by the Board of Directors after the annual election of the Board of Directors.
- SECTION 4:** Should a vacancy occur in any Board of Directors officer position through resignation, or removal by death or disqualification, power is vested in the remaining members of the Board of Directors by majority vote to fill such vacancy upon recommendation by the President/CEO. His/her term shall expire at the first Board meeting of the following year, which the directors are elected annually.
- SECTION 5:** If a majority of the Board of Directors agrees, a director may be added to the Board of Directors at any time, but his/her term shall expire in August at the annual Board meeting at which the directors are elected annually.

ARTICLE XVI – REMOVAL AND RESIGNATION

Any member of the Board of Directors, all of which serve "at will," may be removed, either with or without cause by a majority vote of the full Board of Directors of TEEN CHALLENGE OF TEXAS.

Any Board of Directors officer or Director may resign at any time by giving written notice to two (2) Board of Directors officers. Any resignation shall take effect at the date of the receipt of such notice or at a later time if specified in the resignation that is acceptable to the Chairman and/or President/CEO. The acceptance of such resignation shall not be necessary to make it effective.

ARTICLE XVII – MEETINGS

SECTION 1: Regular meetings of the Board of Directors shall be held at least Six (6) times a year at the Teen Challenge of Texas Headquarters in San Antonio, Texas, unless a different location is specified by the Board of Directors.

SECTION 2: Special meetings of the Board of Directors may be called by the Chairman, President/CEO, or by written request of a majority of the Board of Directors, upon due notice of a minimum of two (2) weeks in writing, by email or by telephone, all of which must be documented and attached to the minutes of the special meeting, whenever the need shall arise.

ARTICLE XVIII – QUORUM

SECTION 1: A quorum shall be required to conduct business.

SECTION 2: At least 51% of the Board of Directors shall constitute a quorum. A majority of the Directors present may adjourn any meeting to another time and place.

SECTION 3: An act and or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

ARTICLE XIX – COMMITTEES

SECTION 1: Special committees may be created and appointed by the Board of Directors that sets its duties and responsibilities.

SECTION 2: The President/CEO shall be ex-officio member of all special committees unless specifically excluded.

ARTICLE XX – STAFF

SECTION 1: All employees except the positions of Executive Director and above who carry on the activities and promotion of the Corporation shall be hired by the President/CEO, and employed by the Corporation.

SECTION 2: There shall be a Policy and Procedures Manual and Student Manual that establish duties, authority, development, and hiring practices along with other

items of the Corporation. The Policy and Procedures Manual shall chart the chain of command.

SECTION 3: In case of difficulties involving staff members, the Board of Directors shall act as a board of appeal according to the procedures given in the Policy and Procedures Manual.

SECTION 4: The Board of Directors shall make the final decision on hiring any Regional Director or above that the President/CEO recommends to the Board of Directors for a position within the Corporation.

ARTICLE XXI – FINANCES

SECTION 1: All income and/or donations shall be deposited in the bank as soon as practical and all disbursements shall be made according to the Policy and Procedures Manual approved by the Board of Directors.

SECTION 2: All salaries and compensation for services shall be set for each individual employee by the President/CEO or his/her designee within ranges of compensation packages for each position, which shall be approved annually by a majority of the Board of Directors

SECTION 3: The President/CEO shall present an annual budget for approval to the Board of Directors prior to the beginning of the upcoming fiscal year.

SECTION 4: The complete procedure for fiscal management shall be in accord with the fiscal management section of the accreditation standards of Teen Challenge International, USA.

ARTICLE XXII – PROPERTY

SECTION 1: All property of TEEN CHALLENGE OF TEXAS shall be irrevocably dedicated to educational, religious, and charitable purposes and shall be held in the corporative name of TEEN CHALLENGE OF TEXAS. TEEN CHALLENGE OF TEXAS is a non-profit Corporation organized and operated exclusively for education, religious, and charitable purposes, which qualifies for exemption of FEDERAL INCOME TAX under provision of SECTION 501(c)(3) of the INTERNAL REVENUE CODE.

SECTION 2: The purchase, sale, lease, mortgage or alienation of said real property shall be transacted according to the Articles of Incorporation.

SECTION 3: **DISSOLUTION:** In the event of the dissolution of this Corporation, at least two of the following Board of Directors officers, its Chairman, President/CEO and/or Secretary are authorized and instructed to convey title to all of its property and assets to the Teen Challenge International, USA located in Ozark, Missouri, provided the party elects to receive same. In the event that conveyance is not possible or the proffer of conveyance is refused, then the property and assets would be conferred to another religious or charitable organization with the same or similar purposes as the corporation and which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. Both of the above named Corporations qualify for exemption from FEDERAL INCOME TAX under provision of SECTION 501(c)(3) of the INTERNAL REVENUE CODE. The Secretary when authorized by the Board of Directors shall make certification of such dissolution.

ARTICLE XXIII – AMENDMENTS

Amendments to these Articles of Incorporation may be made at any regular or special meeting of the Board of Directors, providing that due notice (a minimum of 2 weeks) of the proposed amendment has been presented to the directors of the Board of Directors in writing. A two-thirds majority vote of the Board of Directors present shall be necessary for adoption.

