

FIRST BAPTIST CHURCH OF DENTON, TEXAS
Restated Certificate of Formation

Pursuant to the provisions of the Texas Business Organizations Code, Chapter 22, as amended (hereinafter referred to as the “Code”), First Baptist Church of Denton, Texas, filing number 30930401 (also, the “Church”), hereby adopts the following Restated Certificate of Formation.

ARTICLE 1

The name of the Church is First Baptist Church of Denton, Texas. The Church was incorporated on July 5, 1972, pursuant to the Code (previously, the Texas Non-Profit Corporation Act), and the supplements thereto. The Church hereby adopts the Restated Certificate of Formation and all previous amendments thereto are hereby deleted in their entirety and is amended and restated as set forth in Exhibit “A.”

ARTICLE 2

The Restated Certificate of Formation amends the July 5, 1972 Articles of Incorporation and any amendments by: confirming the autonomous nature of the Church; clarifying the purposes and limitations of the Church; explaining the powers and restrictions of the Church; clarifying the powers and restrictions of the Church; adding IRS compliance language; enhancing a provision regarding dissolution of the Church; clarifying the membership of the Church; updating the information regarding the Board of Elders (*i.e.*, the board of directors) of the Church; adding a provision allowing for limited liability of members of the Board of Elders (*i.e.*, the board of directors) of the Church; and confirming the amendment process.

ARTICLE 3

Each new amendment to the Restated Certificate of Formation has been made in accordance with the provisions of the Code. The Restated Certificate of Formation has been approved in the manner required by the Code and by the governing documents of the Church. Specifically, the Restated Certificate of Formation and each such amendment made by the Restated Certificate of Formation was adopted on September 7, 2025, by a proper and valid majority vote of the members pursuant to the Church’s current governing documents and consistent with the Code.

ARTICLE 4

The previous Articles of Incorporation and all amendments thereto are hereby superseded and replaced by the attached Restated Certificate of Formation (Exhibit "A") which accurately states the text of the Articles of Incorporation (Certificate of Formation) being restated and each amendment to the Articles of Incorporation (Certificate of Formation) that is in effect, as further amended by the Restated Certificate of Formation. The attached Restated Certificate of Formation does not contain any other change in the Articles of Incorporation (Certificate of Formation) being restated except for the information permitted to be omitted by the Code and other applicable provisions of the Code.

This document becomes effective when the document is filed with the Texas Secretary of State.

The undersigned affirms that the person designated as registered agent in the Restated Certificate of Formation 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.

CERTIFICATE OF SECRETARY

IN WITNESS HEREOF, the below-named authorized corporate officer of the Church executes this Restated Certificate of Formation on this ____ day of September, 2025.

Signature: _____

Name: _____

Title: Secretary

EXHIBIT "A"

FIRST BAPTIST CHURCH OF DENTON, TEXAS Restated Certificate of Formation

First Baptist Church of Denton, Texas (also, the "Church") hereby adopts the following Restated Certificate of Formation for such Church pursuant to the provisions of Chapter 22 of the Texas Business Organizations Code, as amended (the "Code").

ARTICLE 1 NAME

The filing entity is a church, a nonprofit religious corporation, organized under the laws of Texas. The name of the Church is First Baptist Church of Denton, Texas.

ARTICLE 2 NONPROFIT CORPORATION

The Church is a nonprofit religious corporation organized under the Code and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Church shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent federal tax law or laws (collectively referred to herein as the "Internal Revenue Code of 1986").

ARTICLE 3 AUTONOMY

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate, from time to time, with any churches (Christian churches and ministries) of like precious faith.

ARTICLE 4 DURATION

The period of the Church's duration is perpetual, notwithstanding subsequent action by the Board of Elders (*i.e.*, the board of directors).

ARTICLE 5 PURPOSES

The Church is formed for any lawful purpose or purposes not expressly prohibited under the Code, including any purpose described by the Code. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To evangelize through witnessing to the unsaved locally, statewide, nationally, and worldwide.

(c) To encourage and assist in the worship of God the Father, the Son, and the Holy Spirit.

(d) To ordain, license, employ, and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere.

(e) To collect and disburse any and all necessary funds for the maintenance of said Church, the care of its members, and the accomplishment of its purpose within the State of Texas and elsewhere.

(f) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(g) This Church is also organized to: promote, encourage, and foster any other similar religious, charitable, and educational activities; accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church, as determined by the Board of Elders. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 6 POWERS AND RESTRICTIONS

Except as otherwise provided in this Restated Certificate of Formation and the Bylaws, and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

(a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in this Restated Certificate of Formation. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church 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. Notwithstanding any other provisions of this Restated Certificate of Formation, the Church shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

(b) In the event this Church is in any one (1) year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, and further shall be prohibited from: (i) any act of “self-dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code of 1986; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church’s religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 7 DISSOLUTION

Upon the dissolution of the Church, the Church shall, after paying or making provision for payment of all the liabilities of the Church, distribute all of the assets of the Church to any organization designated by the Board of Elders (*i.e.*, the board of directors) of the Church which is of like faith and order and is exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE 8 MEMBERSHIP

8.01 The Church shall have no corporate members. The Church and the management of its affairs shall be vested in the Board of Elders (*i.e.*, the board of directors). The Church may offer non-corporate “spiritual membership,” granting the right of affiliation with the Church (“Church Members”) without conveying any corporate rights or responsibilities. The Board of Elders (*i.e.*, the board of directors) may adopt and amend application procedures for such non-corporate membership in the Church. Church Members are not entitled to vote in person, by proxy, or otherwise on corporate matters, except on the matters set forth in Article 8.02 below.

8.02 Notwithstanding the limitations set forth in Article 8.01, herein, Church Members are entitled to cast a vote, in person, on certain Church actions as may be specifically set forth in the Church's Bylaws.

ARTICLE 9
CURRENT REGISTERED OFFICE AND AGENT
CURRENT STREET AND MAILING ADDRESS

The street address of the registered office of the Church is 1501 South MoPac Expressway, Suite 220, Austin, TX 78746. The name of the registered agent at this office is Capitol Corporate Services, Inc.

The current street and mailing address of the Church is 1100 Malone Street, Denton, TX 76201.

ARTICLE 10
BOARD OF ELDERS

Power to manage and govern the affairs of the Church is vested in the Board of Elders (*i.e.*, the board of directors) of the Church. The term "Board of Elders" shall mean "board of directors" as required by the Code. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Elders of the Church shall be provided in the Bylaws. The number of Elders (directors) may be increased or decreased pursuant to the Bylaws. The number of Elders (directors) may not be decreased to less than three (3) persons, but shall not consist of more than nine (9) persons.

ARTICLE 11
LIMITATION ON LIABILITY OF ELDERS

An Elder (director) is not liable to the Church or Church Members for monetary damages for an act or omission in the Elder's (director's) capacity as Elder (director) except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 12 INDEMNIFICATION

Except as may be defined and limited by the Code and Bylaws (amended, restated, or otherwise), the Church may, but is not required to, 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 Elder (director) or other person related to the Church. The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article 12.

ARTICLE 13 CONSTRUCTION

All references in this Restated 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.

ARTICLE 14 AMENDMENT

This Restated Certificate of Formation may be amended upon the unanimous written consent of the Board of Elders or by a vote of two-thirds (2/3) of the members of the Board of Elders, as provided in the Bylaws, unless otherwise prescribed pursuant to applicable mandatory provisions of the Code.

CERTIFICATE OF SECRETARY

The Restated Certificate of Formation, as set forth above, has been approved by a proper and valid majority vote of the members pursuant to the Church's current governing documents and consistent with the Code.

IN WITNESS HEREOF, the below-named authorized corporate officer of the Church executes this Restated Certificate of Formation on this ____ day of September, 2025.

Signature: _____

Name: _____

Title: Secretary