

**CERTIFICATE OF FORMATION  
OF  
CROSS CHURCH DFW  
(A NONPROFIT CORPORATION WITH NAME CHANGE)**

ARTICLE 1

**CROSS CHURCH DFW** (referred to as the "Corporation"), a Texas nonprofit corporation with Filing Number 17041801, subject to the Texas Business Organizations Code, Chapter 22, has adopted this Restated and Amended Certificate of Formation (including a name change). The Restated and Amended Certificate of Formation includes a name change from NORTH RICHLAND HILLS BAPTIST CHURCH OF FORT WORTH. 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.

ARTICLE 2

PROCEDURE OF ADOPTION OF AMENDMENTS

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

The members adopted the Restated and Amended Certificate of Formation at a properly called meeting of the members of the Corporation held on \_\_\_\_\_, 2022. The Restated and Amended Certificate of Formation received a two-thirds vote of approval of the Corporation's members. 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The Certificate of Formation and all amendments and other changes to those articles of amendment are hereby superseded by the Restated and Amended Certificate of Formation set forth as Exhibit A, attached and incorporated herein for all purposes.

ARTICLE 4

AMENDMENT OF CERTIFICATE OF FORMATION

The Restated and Amended Certificate of Formation includes the following amendments:  
All existing Articles in the Articles of Incorporation were deleted and replaced with the provisions in the Restated and Amended Certificate of Formation attached as Exhibit A.

Each new amendment (i) has been made in accordance with the Texas Business Organizations Code, (ii) has been approved in the manner required by the Texas Business Organizations Code and the Corporation's governing documents, and (iii) does not contain any other change in the Certificate of Formation other than omissions allowed by the Texas Business Organizations Code section 3.059.

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 \_\_\_\_\_ 2022.

**CROSS CHURCH DFW**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: President

RESTATED AND AMENDED  
**CERTIFICATE OF FORMATION**  
**OF**  
**CROSS CHURCH DFW**  
(A NONPROFIT CORPORATION WITH NAME CHANGE)

The members have adopted the following Restated and Amended Certificate of Formation of **Cross Church DFW** (“Church”) under the provisions of the Texas Business Organizations Code, Chapter 22 (“Act”):

**ARTICLE 1**  
**ENTITY NAME AND TYPE**

The filing entity is a nonprofit corporation. The name of the Church is **Cross Church DFW**. It is the successor to the previously incorporated nonprofit corporation by the name of **North Richland Hills Baptist Church of Fort Worth**.

**ARTICLE 2**  
**DISSOLUTION**

Upon dissolution, all Church assets shall be distributed to Tarrant Baptist Association, so long as it qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”). If Tarrant Baptist Association no longer qualifies, all Church assets shall be distributed to an organization or organizations qualified as exempt from taxes under Section 501(c)(3) of the Code that serves similar religious purposes as the Church.

**ARTICLE 3**  
**DURATION**

The Church shall continue in perpetuity.

**ARTICLE 4**  
**PURPOSES**

The purposes for which the Church is organized are to perform religious, 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. Specifically, the Church shall be organized and operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code and (b) for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Code. The Church pledges that all its assets will be used exclusively for its exempt purposes.

**ARTICLE 5**  
**POWERS**

Except as otherwise provided in this Certificate of Formation, the Church shall have all of the powers provided in the Act. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The Church may pay reasonable compensation to officers for services rendered to or for the Church in furtherance of one or more of its purposes set forth above.

**ARTICLE 6**  
**RESTRICTIONS AND REQUIREMENTS**

The Church shall not pay dividends or other corporate income to its officers or otherwise accrue distributable profits or permit the realization of private gain. The Church shall have no power to take any action prohibited by the Act. The Church 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 Church 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 Church 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 Church 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 Church’s primary, exempt purposes.

**ARTICLE 7**  
**MEMBERS**

The Church shall have one or more classes of members. The number, qualifications, and relative rights of each class shall be as set forth in the Church's Bylaws.

**ARTICLE 8**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Church is 6955 Boulevard 26, North Richland Hills, Texas 76180. The name of the registered agent at this office is Scott Maze. The Members may change the registered office and registered agent in its discretion.

**ARTICLE 9**  
**MANAGEMENT VESTED IN MEMBERS**

As authorized by Section 22.202(a) of the Act, the management of this Church is vested in the Members, as defined in the Bylaws.

**ARTICLE 10**  
**LIMITATION ON LIABILITY**

A Member, officer, committee member, or volunteer is not liable to the Church for monetary damages for an act or omission in their corporate capacity except to the extent otherwise provided by a statute of the State of Texas.

**ARTICLE 11**  
**INDEMNIFICATION**

The Church 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 Church as provided by the provisions in the Act governing indemnification. As provided in the Bylaws, the members shall have the power to define the requirements and limitations for the Church to indemnify officers or others related to the Church.

**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**  
**ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of members, officers, elders, deacons, or other such persons entitled to vote whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the officers, elders, deacons, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Church within sixty (60) days after the date of the earliest dated consent delivered to the Church. Delivery must be made by hand, or by certified or registered mail, return receipt requested, by facsimile or by email. The delivery may be made to the Church'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 Church's principal place of business, the consent must be addressed to the Senior Pastor or the Secretary of the Church.

The Church 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, email, or similar transmission by a member, elder, deacon, officer, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, elder, deacon, officer, or committee member.

**ARTICLE 14**  
**AMENDMENTS TO CERTIFICATE OF FORMATION**

The members may amend the Certificate of Formation by a two-thirds vote of the members present at a duly noticed meeting at which a quorum is present.