

CERTIFICATE OF CONVERSION
OF AN
UNINCORPORATED NONPROFIT ASSOCIATION
CONVERTING TO A
NONPROFIT CORPORATION

FILED
In the Office of the
Secretary of State of Texas:

OCT 27 2017

Corporations Section

I.

Converting Entity Information

1. The name of the converting entity is Zilker Neighborhood Association, a Texas unincorporated nonprofit association.
2. The jurisdiction of formation of the association is the State of Texas, County of Travis.
3. The date of registration of the association with the Secretary of State is February 6, 2006.
4. The file number issued to the association by the Secretary of State is 800609490.

II.

Plan of Conversion

5. The name of the corporation after conversion is Zilker Neighborhood Association, Inc., a Texas nonprofit corporation.
6. The corporation certifies to the following statements:
 - a. A signed plan of conversion is on file at the principal place of business of the unincorporated nonprofit association, the converting entity. The address of the principal place of business of the unincorporated nonprofit association is 2008B Rabb Glen, Austin, Texas 78704.
 - b. A signed plan of conversion will be on file after the conversion at the principal place of business of the nonprofit corporation, the converted entity. The address of the principal place of business of the nonprofit corporation is 1600 Barton Springs Rd #6601, Austin, Texas 78704.
 - c. A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any member of the converting or converted entity.

III.

Certificate of Formation for the Converted Entity

7. The converted entity is a Texas nonprofit corporation. The Certificate of Formation of the Texas nonprofit corporation is attached to this Certificate of Conversion as an attachment.

IV.

Approval of the Plan of Conversion

8. The plan of conversion has been approved as required by the laws of the State of Texas and the governing documents of the converting entity.

V.

Effectiveness of Filing

9. This document becomes effective when the document is accepted and filed by the Secretary of State.

VI.

Tax Certificate

10. The converted entity will be liable for and will pay any franchise taxes owed by the converting entity to the Texas Comptroller of Public Accounts.

VII.

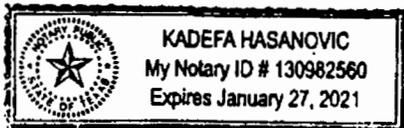
Execution

11. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: Oct 27 2017

Jeff Jack
Jeff Jack, President of the Zilker-Texas
Neighborhood Association
County of Travis

(SS)



[Signature]

10-27-17

On this 27 day of October, 2017,
before me, the undersigned notary public,
personally appeared James Jack,
known to me to be the person(s) whose name(s)
is/are subscribed to the within instrument and
acknowledged that he/she/they executed the same
for the purposes therein contained.



[Signature]

**PLAN OF CONVERSION FOR CONVERSION OF
ZILKER NEIGHBORHOOD ASSOCIATION**

FROM A

TEXAS UNINCORPORATED NONPROFIT ASSOCIATION

TO A

TEXAS NONPROFIT CORPORATION

WHEREAS, Zilker Neighborhood Association was originally created as a Texas unincorporated nonprofit association in 1981; and

WHEREAS, Zilker Neighborhood Association originally registered and filed with the Texas Secretary of State as a Texas unincorporated nonprofit association on February 6, 2006; and

WHEREAS, the creation of Zilker Neighborhood Association as a Texas unincorporated nonprofit association does not allow it to take full advantage of 501(c)(4) status and does not offer all of the liability protections afforded to an incorporated entity; and

WHEREAS, the association's attorney assisted in the preparation of this Plan of Conversion, which meets the requirements of Texas Law, and recommended its adoption by the association's Executive Committee:

1. Zilker Neighborhood Association, a Texas unincorporated nonprofit association, will be the "converting entity" and will convert to Zilker Neighborhood Association, Inc., a Texas nonprofit corporation, as the "converted entity."
2. Zilker Neighborhood Association, a Texas unincorporated nonprofit association, as the converting entity will continue its existence in the organization form of the converted entity (that is, as a Texas nonprofit corporation).
3. Zilker Neighborhood Association, Inc. as a Texas nonprofit corporation will be created and operated in accordance with the laws of the State of Texas, the converted entity's jurisdiction of formation.
4. All ownership interests in the converting entity will be converted on a one-to-one basis without change into identical ownership interests in the converted entity.
5. The effective date of the conversion of ownership interests will be the date of approval of the Certificate of Conversion to be filed with the Texas Secretary of State.

6. The Certificate of Conversion is attached to and incorporated herein as an integral part of this Plan of Conversion.
7. All other operational provisions heretofore adopted by the converting entity shall be deemed to have been adopted in their entirety by the converted entity without change.
8. All rights, title and interests to all property owned by the converting entity shall continue to be owned, subject to existing liens or other encumbrances on the property, by the converted entity without reversion or impairment or further act or deed or any transfer or assignment having occurred, all as provided by applicable law; and
9. All liabilities and obligations of the converting entity are and shall be continuing liabilities and obligations of the converted entity in the new organizational form without impairment or diminution because of the conversion, all as provided by applicable law.

Approved unanimously by the Executive Committee of the Zilker Neighborhood Association, a Texas unincorporated nonprofit association, the ____ day of October, 2017.

**CERTIFICATE OF FORMATION
OF
ZILKER NEIGHBORHOOD ASSOCIATION, INC.**

We, the undersigned natural persons twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, hereby adopt the following Certificate of Formation for such corporation.

ARTICLE 1. NAME

The name of the corporation is ZILKER NEIGHBORHOOD ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas:

OCT 27 2017

Corporations Section

ARTICLE 2. ORGANIZATION

The corporation is a nonprofit corporation organized pursuant to the Texas Non-Profit Corporation Act.

ARTICLE 3. CONVERSION

The corporation is being formed pursuant to a plan of conversion:

1. The name of the converting entity is Zilker Neighborhood Association, a Texas unincorporated nonprofit association.
2. The address of the principal place of business of the unincorporated nonprofit association is 2008B Rabb Glen, Austin, Texas 78704. The name and address of its current registered agent is Lorraine Atherton, 2009 Arpdale St, Austin Texas 78704.
3. The date of registration of the unincorporated nonprofit association with the Secretary of State was February 6, 2006.
4. The jurisdiction of formation of the unincorporated nonprofit association is the State of Texas, County of Travis.
5. The file number issued to the unincorporated nonprofit association by the Secretary of State is 800609490.

ARTICLE 4. DURATION

The period of duration of the corporation is perpetual.

ARTICLE 5. PURPOSES

The purposes for which the corporation is organized are:

To seek to improve the quality of life in the neighborhood in matters of land use, environmental protection, public services, consumer protection, preservation of the historic and unique character of the community;

To seek to provide support in other matters of neighborhood concern;

To promote and participate in the civic life of the city; and

In general, to transact any and all lawful business for which corporations may be incorporated under the Texas Non-Profit Corporation Act provided such transactions shall be in conformance with and in furtherance of the above mentioned purposes and the promotion of social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code

ARTICLE 6. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1600 Barton Springs Rd #6601, Austin TX 78704, and the name of its initial registered agent at such address is Gary Hamilton.

ARTICLE 7. MEMBERSHIP

The nonprofit corporation shall have members.

ARTICLE 8. MANAGEMENT

The management of the affairs of the corporation is vested in the Executive Committee (i.e., the Board of Directors). The manner in which the Executive Committee shall be elected or appointed shall be provided in the By-Laws of the corporation. The number of Executive Committee members constituting the initial Executive Committee and the names and addresses of the persons who are to serve as Executive Committee members until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Jeff Jack	2008B Rabb Glen St, Austin TX 78704
Dave Piper	607 Jessie St, Austin TX 78704
Bobby Rigney	1902 Anita Dr, Austin TX 78704
Gary Hamilton	1600 Barton Springs Rd #6601, Austin TX 78704
David King	1808 Kerr St, Austin TX 78704
Pat Cramer	2011 Goodrich Ave, Austin TX 78704,
Katy Fendrich	1115 Kinney Ave #14, Austin TX 78704
Lorraine Atherton	2009 Arpdale St, Austin TX 78704
Bruce Wiland	1510 Oxford Ave, Austin TX 78704
Gail Rothe	1705 Margaret St, Austin TX 78704

ARTICLE 9. BY-LAWS

The By-Laws of the Corporation shall govern the manner by which the Corporation shall be managed. The By-Laws shall provide the qualifications, manner of selection, duties, terms, and other matters relating to the elected Officers and the management of the Corporation. The initial By-Laws of the Corporation shall be the By-Laws as adopted and amended on February 28, 2005 by the Zilker Neighborhood Association, a Texas unincorporated nonprofit association. The Membership is vested with the power to alter, amend, or repeal the By-Laws or adopt new By-Laws.

ARTICLE 10. LIMITATION ON LIABILITY OF MANAGING BODY

No Executive Committee member shall be liable to the Corporation or members, the State of Texas or any member of the public for monetary damages for an act or omission in their official capacity on behalf of the Corporation except as otherwise provided by Texas law. No Executive Committee member shall be liable to the Corporation or members for monetary damages for any act or omission in their official capacity on behalf of the Corporation except that this Article does not eliminate or limit the liability to the extent the Executive Committee member is found liable for: (a) an act or omission not in good faith that constitutes a breach of duty to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (b) a transaction from which an Executive Committee member received an improper benefit, whether or not the benefit resulted from an action taken within the scope of their office; or (c) an act or omission for which the liability of an Executive Committee member is expressly provided by statute.

If applicable provisions of the Texas Business Organizations Code are amended after the date of the adoption of this Certificate of Formation to authorize action further eliminating or limiting the personal liability of Executive Committee members, then the liability of an Executive Committee member of the Corporation shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or modification of the foregoing paragraph shall not adversely affect any right of protection of an Executive Committee member of the Corporation existing at the time of such repeal or modification.

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 Executive Committee member or other person related to the Corporation as provided by the provisions of the Non-Profit Act governing indemnification. The Membership may define in the By-Laws the requirements and limitations for the Corporation to indemnify Executive Committee members or others related to the Corporation.

ARTICLE 12. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Membership present at a duly called meeting of the Corporation at which a quorum is present and the notice of which has been provided at least thirty (30) days prior to the meeting accompanied by the text of the proposed amendment or amendments.

ARTICLE 13. DISSOLUTION

Only the Membership may dissolve the Corporation. This Corporation may be dissolved by a three-fourths (3/4) vote of the Membership present at a duly called meeting of the Corporation at which a quorum is present and the notice of which has been provided at least 30 days prior to the meeting accompanied by the text of the resolution to dissolve.

In the event of dissolution of the corporation, the property and assets thereof, after providing for all obligations and liabilities of the corporation, shall be distributed to the Zilker Elementary School Library, or in the event that the Zilker Elementary School Library no longer exists, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board. 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, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 14. INCORPORATORS

The name and address of the incorporators are:

Name

Address

Jeff Jack

2008B Rabb Glen St, Austin TX 78704

Gary Hamilton

1600 Barton Springs Rd #6601, Austin TX 78704

ARTICLE 15. EFFECTIVENESS OF FILING

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

IN WITNESS WHEREOF, we have hereunto set our hands, this ____ day of October 2017.

Jeff Jack
JEFF JACK

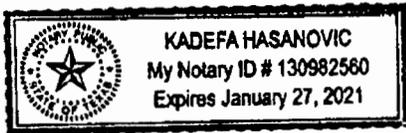
Gary Hamilton
GARY HAMILTON

STATE OF TEXAS §

COUNTY OF TRAVIS §

I, Kadefa Hasanovic, a Notary Public in and for Travis County, Texas, do hereby certify that on this the 27 day of October, 2017, personally appeared before me Jeff Jack and Gary Hamilton, who, each by me being duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



[Signature]
NOTARY PUBLIC IN AND FOR
TRAVIS COUNTY, TEXAS

My commission expires:

Jan, 27, 2021

<p>Form 509 (Revised 06/15)</p> <p>Submit with relevant filing instrument.</p> <p>Filing Fee: None</p>	 <p>Consent to Use of Similar Name</p>	
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(1) Zilker Neighborhood Association, File Number 800609490
Name and file number of the entity or individual who holds the existing name on file with the secretary of state

consents to the use of

(2) Zilker Neighborhood Association, Inc.
Proposed name

as the name of a filing entity or foreign filing entity in Texas for the purpose of submitting a filing instrument to the secretary of state.

(3) The undersigned certifies to being authorized by the holder of the existing name to give this consent. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Note: The name change is simply to allow the conversion of the unincorporated Zilker Neighborhood Association to the incorporated Zilker Neighborhood Association, Inc.

Date: _____

 Signature of Authorized Person

Jeff Jack

 Name of Authorized Person (type or print)

President

 Title of Authorized Person, if any (type or print)

State of _____

County of _____

This instrument was acknowledged before me on _____ by _____.
 (date) (name of authorized person)

(Seal)

 Notary Public's signature



Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Zilker Neighborhood Association
File Number: [Entity not of Record, Filing Number Not Available]

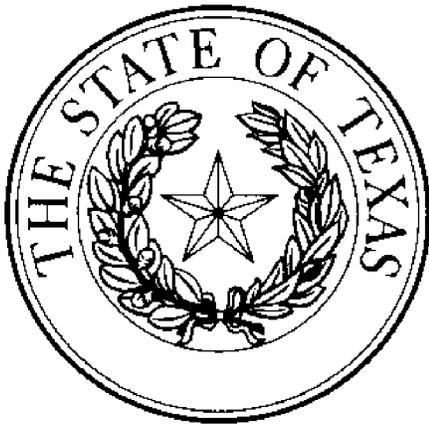
Converting it to

ZILKER NEIGHBORHOOD ASSOCIATION, INC.
File Number: 802848716

has been received in this office and has been found to conform to 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 the acceptance and filing of the conversion on the date shown below.

Dated: 10/27/2017

Effective: 10/27/2017



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

Rolando B. Pablos
Secretary of State



Office of the Secretary of State

CERTIFICATE OF FILING OF

ZILKER NEIGHBORHOOD ASSOCIATION, INC.
File Number: 802848716

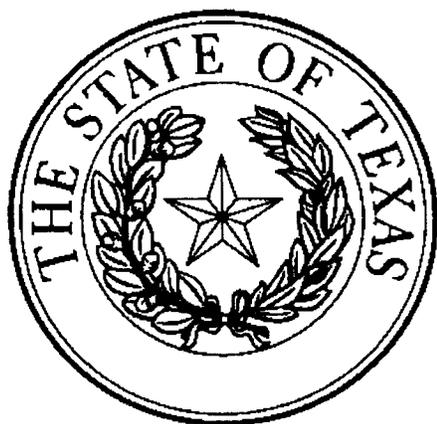
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

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: 10/27/2017

Effective: 10/27/2017



A handwritten signature in black ink, appearing to read "Rolando B. Pablos".

Rolando B. Pablos
Secretary of State