

**Form 414**  
**(Revised 09/13)**

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**



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

**OCT 20 2015**

**Corporations Section**

**Restated Certificate of  
Formation  
With New Amendments**

**Entity Information**

The name of the filing entity is:

Mike Romero Music

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 checked="" 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: 802079279

The date of formation of the filing entity is: October 09, 2014

**Statement of Approval**

Each new amendment has been made in accordance with the provisions of 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 Code and by the governing documents of the entity.

**Required Statements**

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 Texas Business Organizations Code applicable to the filing entity.

**RECEIVED**  
SEP 28 2015  
Secretary of State

**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 the future event or fact, other than the passage of time. The 90<sup>th</sup> 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 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.

Date: 9/23/15

MIKE ROMERO MUSIC  
Name of entity (see Execution instructions)

  
Signature of authorized individual (see instructions)

\_\_\_\_\_  
Printed or typed name of authorized individual

Attach the text of the amended and restated certificate of formation to the completed statement form. Identify the attachment as "Restated Certificate of Formation of [Name of Entity]."

## **Restated Certificate of Formation of [Mike Romero Music]**

### **ARTICLE I**

#### **NAME**

##### **1.01 Name**

The name of this corporation shall be Mike Romero Music, Inc.

The business of the corporation may be conducted as Mike Romero Music.

### **ARTICLE II**

#### **DURATION**

##### **2.01 Duration**

The period of duration of the corporation is perpetual.

### **ARTICLE III**

#### **PURPOSE**

##### **3.01 Purpose**

Mike Romero Music is a non-profit corporation and shall operate exclusively for religious purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Mike Romero Music is a team of artistic professionals writing music that glorifies and honors God and reaches beyond just our immediate area to minister to the church as a whole. Mike Romero Music's purpose is to further the mission of Jesus Christ through original music, spoken word, and mutually encouraging relationships with those we partner with in ministry including churches, various ministers, students, and other philanthropic and religious organizations. To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for religious purposes. At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

##### **3.02 Private Operating Foundation**

Mike Romero Music is designated as a private operating foundation by engaging directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations.

## **ARTICLE IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

Mike Romero Music is organized exclusively for religious purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Mike Romero Music shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Mike Romero Music is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its religious and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Mike Romero Music of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of Mike Romero Music, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Mike Romero Music hereunder shall be selected by the discretion of a majority of the managing body of Mike Romero Music and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Mike Romero Music by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate

the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Texas. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Montana to be added to the general fund.

#### **4.03 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

#### **4.04 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

**4.05 Prohibited Activities**  
Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

#### **5.01 Governance**

Mike Romero Music shall be governed by its board of directors.

#### **5.02 Initial Directors**

The initial directors of the corporation shall be:

Travis Jason Wright- 901-1699 County Road 4807 Ben Wheeler, TX 75754

Jay Tracy- 1008 Linn Dr. Spearman, TX USA 79081

Clinton Kimball Wyllie- 3418 Echo Mountain Dr. Kingwood, TX USA 77345

**ARTICLE VI**  
**MEMBERSHIP**

**6.01 Membership**

Mike Romero Music shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

**ARTICLE VII**  
**AMENDMENTS**

**7.01 Amendments**

Any amendment to the Amended Certificate of Formation may be adopted by approval of two-thirds (2/3) of the board of directors.

**ARTICLE VIII**  
**Corporate Address**

**8.01 Corporate Address**

The physical address of the corporation is:  
5239 ARBOLES DR. APT. F, HOUSTON TX 77035  
The mailing address of the corporation is:  
5239 ARBOLES DR. APT. F, HOUSTON TX 77035

**ARTICLE IX**  
**Appointment of registered agent**

**9.01 Registered Agent**

The registered agent of the corporation shall be:  
Branden Montgomery  
5239 ARBOLES DR. APT. F, HOUSTON TX 77035