



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

**STATE FAIR OF TEXAS
1343701**

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated 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.

Dated: 04/24/2009

Effective: 04/24/2009



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

APR 24 2009

Corporations Section

**RESTATED CERTIFICATE OF FORMATION
FOR
STATE FAIR OF TEXAS**

ARTICLE I

State Fair of Texas, pursuant to the provisions of Sections 3.057, 3.058, 3.059, 3.061 and 22.107 of the Texas Business Organizations Code, hereby adopts a Restated Certificate of Formation which accurately copies its Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Certificate of Formation as hereinafter set forth, and which contains no other change in any provision thereof.

ARTICLE II

The Articles of Incorporation of the corporation are amended by the Restated Certificate of Formation as follows:

- A. Article 2 is amended to clarify the purposes of the corporation.
- B. Article 3 is amended to list the name of the current registered agent and the registered office of the corporation.
- C. Article 5 is amended to list the names and addresses of the current directors of the corporation.
- D. Articles 8 and 12 are amended to make minor changes in wording and to reference the Texas Business Organizations Code.
- E. Article 10 is amended to make minor changes in wording.
- F. Article 13 is amended to provide that the corporation shall have all of the powers, duties and responsibilities in the Texas Business Organizations Code that apply to

nonprofit corporations, provided that the corporation shall not engage in any activity that would invalidate its tax-exempt status.

ARTICLE III

Each amendment made by this Restated Certificate of Formation has been effected in conformity with the provisions of the Texas Business Organizations Code and such Restated Certificate of Formation, including each such amendment, was duly adopted at a meeting of the stockholders and members of the corporation held on April 15, 2009 at which a quorum was present and voting throughout, such Restated Certificate of Formation having received at least two-thirds (2/3) of the votes which the stockholders and members present at such meeting were entitled to cast.

ARTICLE IV

The Articles of Incorporation of State Fair of Texas, a Texas nonprofit corporation, and all amendments and supplements thereto are hereby superseded by the following Restated Certificate of Formation, and the text of the entire Articles of Incorporation is hereby amended to read as follows:

RESTATED CERTIFICATE OF FORMATION

OF

STATE FAIR OF TEXAS

ARTICLE 1

The name of the corporation (the "Corporation") shall be State Fair of Texas.

ARTICLE 2

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (herein collectively called the "Code"). Within the scope of the foregoing purposes, and not by way of limitation thereof, the Corporation is organized and operated for the maintenance in Dallas County, Texas of public fairs, expositions and exhibitions of stock and farm products and for the encouragement of agricultural and horticultural pursuits, including but not limited to: (i) the educational and public enterprise of conducting annually in Fair Park in Dallas, Texas a public fair, exposition or entertainment in the autumn and, as the Corporation may from time to time decide, conducting in Fair Park a spring and summer Midway fair and other similar activities for the enjoyment of the general public; (ii) the establishment and maintenance in Fair Park of a "Heritage Hall of Honor," the members of which shall include individuals who have made significant contributions to the agricultural heritage of the State of Texas; and (iii) the establishment of a scholarship fund (which may, in the discretion of the Board of Directors of the corporation, be maintained as an endowment fund) for the purpose of awarding college scholarships to deserving students interested in agricultural pursuits and other deserving students in the Fair Park area. All of such activities shall be

conducted without profit to any stockholder. The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions.

ARTICLE 3

The registered office of the corporation is located at Two Turtle Creek Village, 3838 Oak Lawn Avenue, Suite 1222, Dallas, Texas 75219, and the name of its registered agent at such office is Robert B. Smith. The principal office and place for the transaction of the business of the corporation shall be in the City of Dallas, Dallas County, Texas.

ARTICLE 4

The period of existence of the Corporation's shall be perpetual.

ARTICLE 5

The Board of Directors of the Corporation (herein sometimes called the "Board") shall be the governing body of the Corporation. The number of directors shall not be less than three (3). The number of directors to serve at any time shall be set forth in the By-Laws of the Corporation, and may be increased or decreased from time to time by amendment to the By-Laws. The number of directors presently constituting the Board of Directors is 52, and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Joe Alcantar	P.O. Box 150009 Dallas, Texas 75315
Billy R. Allen	P.O. Box 150009 Dallas, Texas 75315
Norman P. Bagwell	P.O. Box 150009 Dallas, Texas 75315

<u>Name</u>	<u>Address</u>
Robert W. Best	P.O. Box 150009 Dallas, Texas 75315
Albert C. Black, Jr.	P.O. Box 150009 Dallas, Texas 75315
Paul M. Bass, Jr.	P.O. Box 150009 Dallas, Texas 75315
Jan Hart Black	P.O. Box 150009 Dallas, Texas 75315
John W. Carpenter, III	P.O. Box 150009 Dallas, Texas 75315
April Box Chamberlain	P.O. Box 150009 Dallas, Texas 75315
Roy C. Coffee, Jr.	P.O. Box 150009 Dallas, Texas 75315
John F. Crawford	P.O. Box 150009 Dallas, Texas 75315
Dianne Curry	P.O. Box 150009 Dallas, Texas 75315
Terry R. Dallas	P.O. Box 150009 Dallas, Texas 75315
Thomas M. Dunning	P.O. Box 150009 Dallas, Texas 75315
Walter Elcock	P.O. Box 150009 Dallas, Texas 75315
Randall R. Engstrom	P.O. Box 150009 Dallas, Texas 75315
Ruben E. Esquivel	P.O. Box 150009 Dallas, Texas 75315
Roy Gene Evans	P.O. Box 150009 Dallas, Texas 75315

<u>Name</u>	<u>Address</u>
Rob Farrell	P.O. Box 150009 Dallas, Texas 75315
Lois Finkelman	P.O. Box 150009 Dallas, Texas 75315
J. Guadalupe V. Garcia	P.O. Box 150009 Dallas, Texas 75315
Gary Griffith	P.O. Box 150009 Dallas, Texas 75315
Donna Halstead	P.O. Box 150009 Dallas, Texas 75315
Douglas D. Hawthorne	P.O. Box 150009 Dallas, Texas 75315
Al Herron	P.O. Box 150009 Dallas, Texas 75315
Richard Knight, Jr.	P.O. Box 150009 Dallas, Texas 75315
Kerney Laday	P.O. Box 150009 Dallas, Texas 75315
Tom Lazo	P.O. Box 150009 Dallas, Texas 75315
J. Michael Lewis	P.O. Box 150009 Dallas, Texas 75315
David G. Little	P.O. Box 150009 Dallas, Texas 75315
Steve Mancillas	P.O. Box 150009 Dallas, Texas 75315
Todd C. Meier	P.O. Box 150009 Dallas, Texas 75315
James M. Moroney III	P.O. Box 150009 Dallas, Texas 75315

<u>Name</u>	<u>Address</u>
Alice Murray	P.O. Box 150009 Dallas, Texas 75315
Gina Norris	P.O. Box 150009 Dallas, Texas 75315
Dan S. Petty	P.O. Box 150009 Dallas, Texas 75315
Raymond F. Quintanilla	P.O. Box 150009 Dallas, Texas 75315
James C. Roberts	P.O. Box 150009 Dallas, Texas 75315
Rowland K. Robinson	P.O. Box 150009 Dallas, Texas 75315
George A. Shafer	P.O. Box 150009 Dallas, Texas 75315
Pete Schenkel	P.O. Box 150009 Dallas, Texas 75315
John Field Scovell	P.O. Box 150009 Dallas, Texas 75315
Carl Sewell	P.O. Box 150009 Dallas, Texas 75315
Bruce A. Sifford	P.O. Box 150009 Dallas, Texas 75315
Robert B. Smith	P.O. Box 150009 Dallas, Texas 75315
Ronald G. Steinhart	P.O. Box 150009 Dallas, Texas 75315
Doug Thompson	P.O. Box 150009 Dallas, Texas 75315
Alan Walne	P.O. Box 150009 Dallas, Texas 75315

<u>Name</u>	<u>Address</u>
A. B. Wharton	P.O. Box 150009 Dallas, Texas 75315
J. L. Williams	P.O. Box 150009 Dallas, Texas 75315
Joel T. Williams, III	P.O. Box 150009 Dallas, Texas 75315
Joel T. Williams, Jr.	P.O. Box 150009 Dallas, Texas 75315

ARTICLE 6

The capital stock of the Corporation shall consist of one class, without nominal or par value. Except for transfers by gift or bequest to a family member of the transferor, certificates evidencing capital stock and membership in the Corporation shall not be transferable without the prior approval of the Board of Directors or the Executive Committee of the Corporation. For purposes of this Article, "family member" shall mean a certificate holder's lineal ancestors and descendants and siblings. Certificates evidencing capital stock and membership in the Corporation shall be transferable only on the books of the Corporation by the holder in person or by the holder's duly authorized agent.

ARTICLE 7

In furtherance and not in limitation of powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation.

ARTICLE 8

No part of the net earnings of the Corporation shall inure to the benefit of any stockholder, member, director or officer of the Corporation, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the

Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes, and the Corporation may indemnify its directors, officers and employees with respect to actions taken in their capacities as such and may maintain insurance covering its directors, officers and employees in their capacities as such to the extent permitted under the Texas Business Organizations Code.

ARTICLE 9

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (excluding as permitted under Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 10

Notwithstanding any other provision of this Certificate of Formation, if the Corporation shall be, or shall be deemed to be, a private foundation as described in Section 509(a) of the Internal Revenue Code, then (a) the Corporation shall make distributions in each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code, and (b) the Corporation is expressly prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, from retaining any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code and from making any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 11

In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation (including obligations to the City of Dallas and the Parks and Recreation Board of the City of Dallas) are paid or adequate provision is made therefor, the Board of Directors shall recommend, and the stockholders and members shall adopt, a plan for the distribution of all the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational and/or public purposes and exempt from federal income tax as shall best commemorate the conduct of the charitable, educational and public purposes of the Corporation. In the event of the failure or refusal of the directors and the stockholders and members of the Corporation to so determine such recipient or recipients, any remaining assets shall be delivered to one or more organizations organized and operated exclusively for charitable, educational and/or public purposes, exempt from federal income tax and so commemorating the purposes of the Corporation as shall be directed by any District Court of Dallas County, Texas.

ARTICLE 12

A director of the Corporation shall not be personally liable to the Corporation or its members or stockholders for monetary damages for any act or omission in such director's capacity as a director, except that this Article does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for: (i) a breach of the director's duty of loyalty to the Corporation; (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of

the director's office; or (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute. The foregoing elimination of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of the Restated Certificate of Formation or Bylaws of the Corporation, contract or agreement, vote of directors, stockholders or members, principle of law or otherwise. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, the liability of a director shall be eliminated to the full extent permitted by any amendment to the Texas Business Organizations Code hereafter enacted that further eliminates or permits the elimination of the liability of a director.

ARTICLE 13

The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities in the Texas Business Organizations Code that apply to nonprofit corporations. Notwithstanding the foregoing, the Corporation 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 and described in Section 501(c)(3) of the Code.

ARTICLE 14

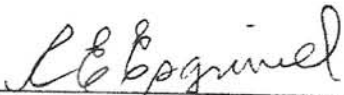
Any action required or permitted to be taken at any meeting of the stockholders, members, directors or committee members of the Corporation may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient

number of stockholders, members, directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the stockholders, members, directors or a committee without a meeting by less than unanimous written consent shall be given to those stockholders, members, directors or committee members who did not consent in writing to the action.

* * * * *

IN WITNESS WHEREOF, this Restated Certificate of Formation has been executed on this 15th day of April, 2009, by the undersigned officer, thereunto duly authorized.

STATE FAIR OF TEXAS

By: 

Ruben E. Esquivel
Chairman of the Board