



## Office of the Secretary of State

February 08, 2016

Attn: Harriet Gonzalez

Welder Leshin Lorenz McNiff Buchanan Hawn, LLP  
800 N. Shoreline Blvd, Ste 300 North  
Corpus Christi, TX 78401 USA

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RE: TEXAS SHEEP DOG ASSOCIATION, INC.  
File Number: 54790201

It has been our pleasure to file the Restated Certificate of Formation for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure

**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**



This space reserved for office use.

**Restated Certificate of  
Formation  
With New Amendments**

**Entity Information**

The name of the filing entity is:

Texas Sheep Dog Association, Inc.

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 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: 54790201

The date of formation of the filing entity is: January 28, 1981

**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.

**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: January 25, 2016

Texas Sheep Dog Association, Inc.  
Name of entity (see Execution instructions)

Francis Raley  
Signature of authorized individual (see instructions)

Francis Raley, Secretary  
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  
(WITH AMENDMENTS)

OF

TEXAS SHEEP DOG ASSOCIATION, INC.

PREAMBLE.

The Texas Sheep Dog Association, Inc. pursuant to the provisions of the Texas Business Organizations Code, hereby adopts this Restated Certificate of Formation which accurately copies the Articles of Incorporation as further amended by this Certificate of Formation as hereinafter set forth and which contain no other change in any provision thereof.

The Articles of Incorporation of the Corporation is amended by the Restated Certificate of Formation (the "Restatement"), in accordance with the provisions of the Texas Business Organizations Code and in accordance with the Corporation's governing documents as follows:

1. The Restatement amends and changes the Articles of Incorporation by deleting the following language from Article IV:

The purpose or purposes for which the Corporation is organized are: To create interest on the breeding, working, and training of stock dogs; to further promote and conduct sheep dog trials on a uniform basis throughout the State of Texas; also to cement happy and cordial relationships among its members and other dog associations; to protect animals, particularly sheep, cattle and goats.

and inserting the following language in its place:

The purpose or purposes for which the Corporation is organized are: To advance and create an interest in the breeding and training of working stock dogs across Texas. Also, through a system of awards and sheep dog trials, to encourage the continual development of better stock dogs and their applied use on modern farms, ranches, and livestock operations. While fulfilling this purpose, the Texas Sheep Dog Association, Inc. seeks to build cordial relationships in the community and to promote humane treatment of dogs, sheep, cattle and goats.

2. The Restatement further amends and changes the Articles of Incorporation by: (1) increasing the number of Directors from six to nine; (2) omitting the names and addresses of the Board of Directors serving on the date of adoption of the Articles of Incorporation and inserting, in place thereof, the names and addresses of the individuals now serving as directors; (3) omitting the name and address of the registered agent serving on the date of adoption of the Articles of Incorporation and inserting, in place thereof, the name and address of the current registered agent of the Corporation; (4) omitting the address of the registered office of the Corporation on the date of adoption of the Articles of Incorporation and inserting, in place thereof, the current address of the registered office of the Corporation; and (5) deleting Article VII of the Articles of incorporation which listed the names and addresses of the original incorporators of the Corporation.

RESTATED CERTIFICATE OF FORMATION  
(WITH AMENDMENTS)

ARTICLE I

The name of the Corporation is Texas Sheep Dog Association, Inc.

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the Corporation is organized are: To advance and create an interest in the breeding and training of working stock dogs across Texas. Also, through a system of awards and sheep dog trials, to encourage the continual development of better stock dogs and their applied use on modern farms, ranches, and livestock operations. While fulfilling this purpose, the Texas Sheep Dog Association, Inc. seeks to build cordial relationships in the community and to promote humane treatment of dogs, sheep, cattle and goats.

ARTICLE V

The business address of the registered agent and the registered office address is 2915 Anderson Lane, Crawford, TX 76638, and the name of the registered agent at such address is E. B. Raley.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is nine, and the names and addresses of the persons who are to serve as the initial Directors are:

Emil Ludecke, 701 FM 1467, Zephyr, Texas, 76890  
John Lewis, 13437 FM 2093, Fredericksburg, Texas 78624  
Cynthia Roper, PO Box 298, Odem, Texas 78370  
Barry Lambert, 303 Live Oak, Dublin, Texas 76446  
Martha Howell, 7422 FM 380, San Angelo, Texas 76905  
Ron Enzeroth, 240 Prescott Street, No. 1170, Dublin, Tx 76446  
Chris Thomson, 896 HCR, Hillsboro, TX 76645  
Jimmy Walker, 368 HCR 3134N, Hillsboro, Texas 76645  
Jaime Mitchell, 5345 Deep Forest Trail, Navasota, Texas 77868

TEXAS SHEEP DOG ASSOCIATION, INC.

  
Francis Raley, Secretary