



Office of the Secretary of State

CERTIFICATE OF FILING OF

CENTRAL MOTORCYCLE ROADRACING ASSOCIATION, INC.
120490401

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: 03/16/2021

Effective: 03/16/2021



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

Ruth R. Hughs
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

MAR 16 2021

Corporations Section

**RESTATED CERTIFICATE OF FORMATION
WITH NEW AMENDMENTS
CENTRAL MOTORCYCLE ROADRACING ASSOCIATION, INC.**

To: Secretary of State
Corporations Division
P.O. Box 13697
Austin, TX 78711-3697

ENTITY INFORMATION

The name of the filing entity is: Central Motorcycle Roadracing Association, Inc. It is a Texas nonprofit corporation. The file number issued to the filing entity by the Secretary of State is: 120490401. The date of formation of the filing entity is August 29, 1991. It previously amended its Certificate of Formation once, on May 16, 2018.

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 this Restated Certificate of Formation, have been approved in the manner required by the Code and by the governing documents of the entity.

REQUIRED STATEMENTS

This new Restated Certificate of Formation, which is attached, 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 this Restated Certificate of Formation. The 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

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

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: Mar 12, 2021

CENTRAL MOTORCYCLE ROADRACING ASSOCIATION, INC.

Autumn Walker

BY: Autumn Walker / Mar 12, 2021 13:06 CST

AUTUMN WALKER
SECRETARY

**RESTATED CERTIFICATE OF FORMATION
OF
CENTRAL MOTORCYCLE ROADRACING
ASSOCIATION, INC.**

ARTICLE ONE: NAME

The name of the club is Central Motorcycle Roadracing Association, Inc. ("Club"). The Club is a nonprofit club.

ARTICLE TWO: PURPOSE

The Club is organized as a tax-exempt, nonprofit social club within the meaning of section 501(c)(7) of the Internal Revenue Code, or the corresponding provisions of any subsequent United States tax laws ("Code"). Within the scope of these purposes, the Club is organized to:

1. Operate a membership association that will promote and conduct motorcycle races; and
2. Raise funds for the education of motorcycle roadracers and the promotion of the sport of motorcycle roadracing.

To such end, the Club may have and exercise all the rights and powers conferred on nonprofit clubs under the Texas Business Organization Code, as such law is now in effect or may at any time hereafter be amended.

ARTICLE THREE: REGISTERED OFFICE AND AGENT

The name of the Club's registered agent is an individual resident of Texas whose name is Ellen Eisenlohr Dorn. The business address of the registered agent and the registered office is 11520 N. Central Expressway, Suite 130, Dallas, TX 75243. The Club's initial agent has consented in writing to this appointment.

ARTICLE FOUR: DURATION

The Club's duration is perpetual.

ARTICLE FIVE: MEMBERS

The Club shall have members, whose rights, duties, and qualifications shall be set forth in the Club's Rule Book, as updated annually, and its Bylaws.

ARTICLE SIX: DIRECTORS

The Board of Directors of the Club shall be the governing body of the Club and management of the affairs of the Club shall be vested in its Board of Directors. The number of directors (not less than three) and the manner of choosing directors shall be set forth in the Bylaws. The names and street address of the current directors, who will serve as directors until their terms expire or until their successors are elected and qualified, are:

Name	Street Address
Allan Boyd	5900 Franklin Ave. #36 Waco, TX 76710
Joseph Caruso	5900 Franklin Ave. #36 Waco, TX 76710
Michael DeSimone	5900 Franklin Ave. #36 Waco, TX 76710
Josh Henke	5900 Franklin Ave. #36 Waco, TX 76710
Rob McNaught	5900 Franklin Ave. #36 Waco, TX 76710
Jeff Phillips	5900 Franklin Ave. #36 Waco, TX 76710
Ryan Rutkowski	5900 Franklin Ave. #36 Waco, TX 76710

ARTICLE SEVEN: DISSOLUTION

In the event the Club is dissolved, after all liabilities and obligations of the Club are paid or provided for, all of the remaining assets of the Club shall be distributed pursuant to a Plan of Dissolution adopted in conformance with the Texas Business Organizations Code and in compliance with federal tax law.

ARTICLE EIGHT: LIMITATION ON LIABILITY

Section 8.01. Limitation of Liability.

A director of the Club shall not be personally liable to the Club for monetary damages for any act or omission in the director's capacity as a director, except that this Article does not authorize the elimination or limitation of 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 Club, ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Club 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 the director is expressly provided by an applicable statute.

Section 8.02. This Limitation Not Exclusive.

This limitation of liability shall not be exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other contract or agreement, vote of the directors, principle of law or otherwise. In addition, a director shall be relieved of liability to the full extent permitted by any amendment to any statute hereafter enacted that further limits the liability of directors. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of the director of the Club existing at the time of the repeal or amendment.

ARTICLE NINE: AMENDMENTS

The power to amend this Certificate of Formation and to amend or repeal the Club's Bylaws is vested in the Club's Board of Directors.

ARTICLE TEN: EFFECTIVE DATE

This Restated Certificate of Formation shall become effective on the date it is filed by the Secretary of State.

As a duly elected officer of the Corporation, I certify that this Restated Certificate of Formation was adopted by the Club members in accordance with its 2018 Restated Certificate of Formation and Sections 3.04 and 3.05 of its Bylaws on the 11th day of

February, 2021, and I certify under penalty of perjury that I am authorized to execute this Certificate of Formation.

I sign this Restated Certificate of Formation as of this ____ day of Mar 12, 2021
_____, 2021.

CENTRAL MOTORCYCLE ROADRACING ASSOCIATION, INC.

BY: Autumn Walker
(Autumn Walker of the 12, 2021 11:00:23)

AUTUMN WALKER
SECRETARY