



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

2017 MAY 15 AM 10:19
DEPARTMENT OF STATE
BUSINESS SERVICES DIV

Certificate of Authority
FOREIGN Non-Profit Corporation

→ Filing Fee: \$50.00

Pursuant to the provisions of RIGL 7-6-74, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is:		
Carry The Load		
If this name is unavailable in Rhode Island, the corporation's elected name is:		
2. It is incorporated under the laws of: Texas		
3. The date of its incorporation is:	01/13/2011	
And the period of its duration is: CHECK ONLY ONE BOX		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
4. The address of its principal place of business is: 514 S. Hall Street, Dallas, Texas 75226		
5. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name URS Agents, LLC		
Street Address (NOT a P.O. Box) 222 Jefferson Blvd., Ste. 200		
City/Town Warwick	State RHODE ISLAND	Zip Code 02888
6. List the specific purposes for transacting business in Rhode Island: Carry The Load is 501c)(3) charitable nonprofit that raises awareness and funds in order to remember, honor, celebrate, and assist military, law enforcement, firefighters, first responders, and their families.		
Check the box to indicate an attachment. <input type="checkbox"/>		

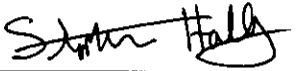

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

FILED *m*

MAY 15 2017 10:19

BY *CK* 303633

7. The names and respective addresses of its directors and officers are:		
OFFICE	NAME	ADDRESS
Director	See Attached	
Director		
Director		
President		
Vice President		
Treasurer		
Secretary		
Check the box to indicate an attachment. <input checked="" type="checkbox"/>		
8. This application must be accompanied by Certified Copies of its Articles of Incorporation and ALL Amendments issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.		
Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including and accompanying attachments, and that all statements contained herein are true and correct.		
Type or Print Name of <input checked="" type="checkbox"/> President OR <input type="checkbox"/> Vice President Stephen L. Holley, Jr.		Date 05/11/2017
Signature of President OR Vice President 		SIGN DOCUMENT HERE
Type or Print Name of <input checked="" type="checkbox"/> Secretary OR <input type="checkbox"/> Assistant Secretary Aaron Rigby		Date 05/11/2017
Signature of Secretary OR Assistant Secretary 		SIGN DOCUMENT HERE

TWO SIGNATURES ARE REQUIRED

Officers and Directors of Carry the Load**May 2017**

NAME	DIRECTOR (Board of Trustees)	OFFICER POSITION
Stephen L. Holley, Jr.	Yes	President Chairman
Aaron Rigby	Yes	Secretary
Scott Rohrman	Yes	
Todd Boeding	Yes	
Hallie Huggins	Yes	
Craig Couch		Treasurer
Debbie Wright		Executive Director

Business address for all officers and directors: 514 S. Hall St., Dallas, TX 75226

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Rolando B. Pablos
Secretary of State

Office of the Secretary of State

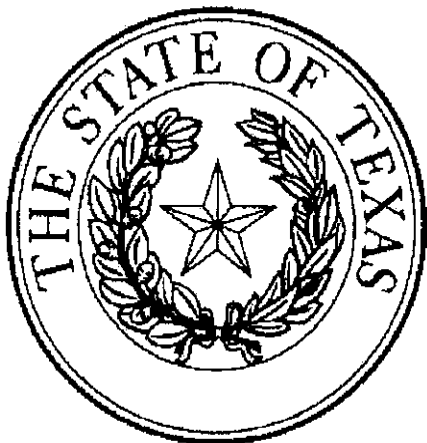
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Carry The Load
Filing Number: 801369474

Certificate of Formation
Restated Certificate of Formation
Certificate of Amendment


January 13, 2011
October 24, 2011
February 12, 2013

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 12, 2017.



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

Rolando B. Pablos
Secretary of State

Form 202 Secretary of State P.O. Box 13697 Austin, TX 78711-3697 FAX: 512/463-5709 Filing Fee: \$25	 Certificate of Formation Nonprofit Corporation	Filed in the Office of the Secretary of State of Texas Filing #: 801369474 01/13/2011 Document #: 350011690009 Image Generated Electronically for Web Filing
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Article 1 - Corporate Name

The filing entity formed is a nonprofit corporation. The name of the entity is :

Carry the Load Corporation

Article 2 – Registered Agent and Registered Office

☒ A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

United States Corporation Agents, Inc.

OR

☐ B. The initial registered agent is an individual resident of the state whose name is set forth below:

C. The business address of the registered agent and the registered office address is:

Street Address:
Quarry Oaks-Bldg A, 10900 S. Stonelake Blvd.
Ste. A-320 Austin TX 78759

Consent of Registered Agent

☐ A. A copy of the consent of registered agent is attached.

OR

☒ B. The consent of the registered agent is maintained by the entity.

Article 3 - Management

☐ A. Management of the affairs of the corporation is to be vested solely in the members of the corporation.

OR

☒ B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

Director 1: Robert Clint Bruce	Title: Director
Address: 11837 Judd Ct. Suite 116 Dallas TX, USA 75243	
Director 2: Ryan Hyman	Title: Director
Address: 11837 Judd Ct. Suite 116 Dallas TX, USA 75243	
Director 3: Jim Archer	Title: Director
Address: 11837 Judd Ct. Suite 116 Dallas TX, USA 75243	

Article 4 - Organization Structure

☐ A. The corporation will have members.

or

☒ B. The corporation will not have members.

Article 5 - Purpose

The corporation is organized for the following purpose or purposes:

To attract attention and steer resources towards existing non-profits supporting law enforcement, intelligence, and military families.

Supplemental Provisions / Information

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The business activity for said organization is as follows: to attract attention and steer resources towards existing non-profits supporting law enforcement, intelligence, and military families.

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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. No substantial part of the activities of this organization shall be the carrying on propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or 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 the corresponding section of any future federal tax code.

Upon the dissolution of this corporation, assets remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or 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. Any such assets not disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization 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.

[The attached addendum, if any, is incorporated herein by reference.]

Effectiveness of Filing

☒ A. This document becomes effective when the document is filed by the secretary of state.

OR

☐ B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Organizer

The name and address of the organizer are set forth below.

Rachel Lee 101 N. Brand Blvd., 11th Floor, Glendale, CA 91203

Execution

The undersigned affirms that the person designated as registered agent 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.

Rachel Lee

Signature of organizer.

FILING OFFICE COPY

FILED
In the Office of the
Secretary of State of Texas
OCT 24 2011
Corporations Section

RESTATED CERTIFICATE OF FORMATION
FOR
CARRY THE LOAD CORPORATION

ARTICLE I

Carry the Load Corporation, 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 Certificate of Formation 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 Certificate of Formation of the corporation is amended by the Restated Certificate of Formation as follows:

- A. Article One is amended to change the name of the corporation.
- B. Article Two is redesignated Article Fifteen and amended to list the name of the current registered agent of the corporation and the address of the current registered office of the corporation.
- C. Article Three is redesignated Article Ten and is amended to provide that the corporation shall have a Board of Trustees, to list the names and addresses of the current trustees of the corporation and to provide that the number of trustees may be changed from time to time as provided in the Bylaws of the corporation.

RECEIVED

OCT 24 2011

Secretary of State

- D. Article Four is redesignated as Article Five and amended to make minor changes in wording.
- E. Article Five is redesignated as Article Four and is amended to clarify the purposes of the corporation.
- F. New Articles Two, Three, Six, Seven, Eight, Nine, Eleven, Twelve, Thirteen and Fourteen are added, shall read in their entirety as provided in the Restated Certificate of Formation set forth in Article IV hereof and shall: (i) 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; (ii) provide that the corporation's duration is perpetual; (iii) provide that no part of net earnings of the corporation shall inure to benefit of any private individual; (iv) provide that no substantial part of the corporation's activities shall be the carrying on of propaganda and the corporation shall not participate or intervene in political campaigns; (v) provide for certain distributions and prohibit certain activities in the event the corporation is deemed to be a private foundation; (vi) provide the manner in which the assets of the corporation shall be distributed upon its dissolution; (vii) set forth the procedures for amending the Certificate of Formation and Bylaws of the corporation; (viii) provide for indemnification of the officers and trustees of the corporation to the maximum extent permissible under applicable law; (ix) provide that, to the extent permissible under applicable law, the trustees shall not be personally liable to the corporation for monetary damages for any acts or omissions in their

capacities as trustees; and (x) authorize the trustees of the corporation and any committee to take action pursuant to a consent in writing setting forth the action to be taken which is signed by at least the minimum number of persons the affirmative vote of whom would be necessary to take such action at an actual meeting at which all trustees or committee members are present.

ARTICLE III

The corporation has no members. 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 by unanimous written consent of the trustees of the corporation in office on October 19, 2011.

ARTICLE IV

The Certificate of Formation of Carry the Load Corporation, a Texas nonprofit corporation, and all amendments and supplements thereto are hereby superseded by the following Restated Certificate of Formation which accurately copies the entire text thereof, as amended as set forth above, and contains no other changes to the Certificate of Formation:

RESTATED CERTIFICATE OF FORMATION
OF
CARRY THE LOAD DALLAS

ARTICLE ONE

The name of the corporation (the "Corporation") is Carry the Load Dallas.

ARTICLE TWO

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 Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code").

ARTICLE THREE

The period of the Corporation's duration is perpetual.

ARTICLE FOUR

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. Within the scope of the foregoing, but not by way of limitation thereof, the Corporation shall raise awareness and resources for charitable or educational organizations described in Section 501(c)(3) of the Internal Revenue Code that support military families, veterans, law enforcement and fire and rescue workers. The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions.

ARTICLE FIVE

The Corporation shall have no members.

ARTICLE SIX

No part of the net earnings of the Corporation shall inure to the benefit of any trustee 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.

ARTICLE SEVEN

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 EIGHT

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 NINE

In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provision is made therefor, the Board of Trustees shall adopt a plan for the distribution of any other remaining assets of the Corporation to such organization or organizations that are organized and operated exclusively for charitable or educational purposes and qualify as charitable or educational organizations described in Section 501(c)(3) of the Internal Revenue Code and public charities under the provisions of Section 509(a) of the Internal Revenue Code. Any of such assets not so disposed of shall be disposed of by the Probate Court of the county in which the principal office of the Corporation is then located. No trustee or officer of the Corporation and no private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

ARTICLE TEN

The Board of Trustees of the Corporation shall be the governing body of the Corporation. The number of trustees may be changed from time to time in the manner set forth in the Bylaws of the Corporation, but in no event shall there be fewer than three (3) trustees. The number of trustees constituting the current Board of Trustees is four (4), and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Robert Clint Bruce	9045 Gunnison Drive Dallas, Texas 75231
James Archer	10950 Alder Circle Dallas, Texas 75238
Scott Rohrman	3890 W Northwest Hwy Suite 100 Dallas, Texas 75220

Stephen L. Holley, Jr.

8343 Douglas Avenue
Suite 100
Dallas, Texas 75225

ARTICLE ELEVEN

The power to adopt, alter, amend or repeal the Bylaws of the Corporation and the power to amend or restate this Certificate of Formation shall be vested exclusively in the Board of Trustees of the Corporation.

ARTICLE TWELVE

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a trustee or officer of the Corporation or (ii) while a trustee or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, to the fullest extent that a corporation may grant indemnification to a trustee under the Texas Business Organizations Code, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Business Organizations Code, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to also be paid the expenses of prosecuting such claim. It shall be a defense to any

such action that such indemnification or advancement of costs of defense is not permitted under the Texas Business Organizations Code, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Trustees or any committee thereof or special legal counsel) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Trustees or any committee thereof or special legal counsel) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of such person's heirs, executors, administrators and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of trustees, agreement or otherwise. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained in this Article to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The Corporation may purchase and maintain insurance or a similar arrangement (including, but not limited to, a trust fund, self-insurance, a security interest or lien on the assets of the Corporation, or a letter of credit, guaranty or surety arrangement) on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against such person and incurred by such person in such a capacity or arising out of status as such a person, whether or not the Corporation would have the power to indemnify such person against that liability under this Article or by statute. Notwithstanding the other provisions of this Article, the

Corporation may not indemnify or maintain insurance or a similar arrangement on behalf of any person if such indemnification or maintenance of insurance or similar arrangement would subject the Corporation to income or excise tax under the Code.

ARTICLE THIRTEEN

A trustee of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission in such trustee's capacity as a trustee, except that this Article does not authorize the elimination or limitation of the liability of a trustee to the extent the trustee is found liable for: (i) a breach of the trustee's duty of loyalty to the Corporation; (ii) an act or omission not in good faith that constitutes a breach of duty of the trustee 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 trustee received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the trustee's office; or (iv) an act or omission for which the liability of a trustee 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 trustee may be entitled under any other provision of the Certificate of Formation or Bylaws of the Corporation, contract or agreement, vote of trustees, 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 trustee of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a trustee of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, the liability of a trustee 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 trustee.,

ARTICLE FOURTEEN

Any action required or permitted to be taken at any meeting of trustees 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 at least a majority of the trustees or committee members, as the case may be, then in office (or such greater number as may be required by this Certificate of Formation, the Bylaws of the Corporation or the Texas Business Organizations Code). Prompt notice of the taking of any action by trustees or a committee without a meeting by less than unanimous written consent shall be given to those trustees or committee members who did not consent in writing to the action.

ARTICLE FIFTEEN

The address of the registered office of the Corporation is 8343 Douglas Avenue, Suite 100, Dallas, Texas 75225, the name of the registered agent at such address is Stephen L. Holley, Jr.

* * * * *

IN WITNESS WHEREOF, this Restated Certificate of Formation has been executed on this 19th day of October, 2011, by the undersigned officer, thereunto duly authorized.

CARRY THE LOAD DALLAS
(f/k/a Carry The Load Corporation)

By: 
Robert Clint Bruce, President

Form 424

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: See instructions

**Certificate
of Amendment**

Filed in the Office of the
Secretary of State of Texas
Filing #: 801369474 02/12/2013
Document #: 465568580003
Image Generated Electronically
for Web Filing

Entity Information

The filing entity is a: **Domestic Nonprofit Corporation**

The name of the filing entity is: **Carry the Load Dallas**

The file number issued to the filing entity by the secretary of state is: **801369474**

Amendment to Name

The amendment changes the formation document of the filing entity to change the article or provision that names the entity. The article or provision is amended to read as follows:

The name of the filing entity is:

Carry The Load

A letter of consent, if applicable, is attached.

Statement of Approval

The amendment has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing

☒ 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 its filing by the secretary of state. The delayed effective date is:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and declares under penalty of perjury that the undersigned is authorized under the Texas Business Organizations Code to execute the filing instrument.

Date: **February 12, 2013**

Scott Rohrman

Signature of authorized person

FILING OFFICE COPY



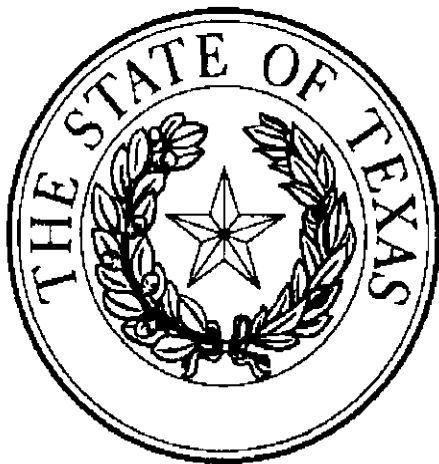
Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Carry The Load (file number 801369474), a Domestic Nonprofit Corporation, was filed in this office on January 13, 2011.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 10, 2017.



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

Rolando B. Pablos
Secretary of State