



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

**PIN OAK MIDDLE SCHOOL P.T.O, INC.
800317020**

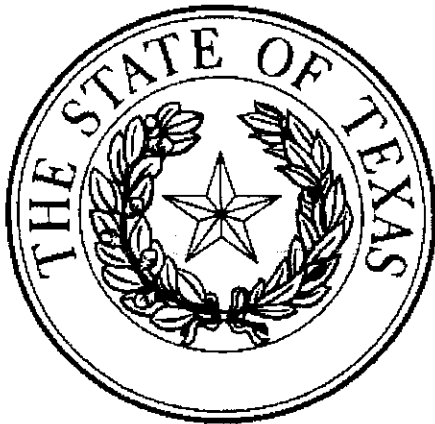
[formerly: PIN OAK MIDDLE SCHOOL PARENT TEACHER ORGANIZATION]

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: 07/12/2010

Effective: 07/12/2010



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

RESTATED CERTIFICATE OF FORMATION JUL 12 2010
OF
Corporations Section
PIN OAK MIDDLE SCHOOL PARENT TEACHER
ORGANIZATION

In accordance with the Texas Business Organization Code §3.059 and §22.109, Pin Oak Middle School Parent Teacher Organization files this restated Certificate of Formation and hereby state that the instrument accurately copies the Articles of Incorporation being restated and each amendment to the Articles of Incorporation being restated that is in effect, as further amended by the restated Certificate of Formation, and does not contain any other change in the Certificate of Formation being restated except for the name and address of each organizer and may be omitted and includes any other information required by the Business Organization Code applicable to the entity.

RESTATED ARTICLE 1

As restated the name of the Company shall be PIN OAK MIDDLE SCHOOL P.T.O., INC.

RESTATED ARTICLE 2
NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas franchise tax. The Corporation succeeds an unincorporated educational association named the Parent Teacher Organization of Pin Oak Middle School and located in Bellaire, Texas. The Board of Directors has been authorized to execute this Restated Certificate of Formation in the manner required by the Texas Business Organizations Code and the governing documents of the Organization.

**RESTATED ARTICLE 3
PURPOSES**

The purpose for organizing the Corporation is educational and charitable within the meaning of the Internal Revenue Code Section 501(c) (3) and Texas Tax Code Section 11.18(c). Specifically, the Corporation is organized to foster excellence in education by supporting and promoting a highly trained faculty and school staff, a vibrant social community, and a safe, healthy and interactive school environment.

**RESTATED ARTICLE 4
POWERS**

Except as this Certificate otherwise provides, the Corporation has all the powers provided in the Texas Business Organizations Code. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes.

**RESTATED ARTICLE 5
RESTRICTIONS AND REQUIREMENTS**

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Code. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have not power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Certificate of Formation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or

more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.

2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than a substantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an “action organization” as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation’s assets shall be distributed to the state government or a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized. Any such assets not disposed of shall be disposed of by the Court of Common Please of the count 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.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation’s primary, exempt, purpose.

In addition, the Corporation shall make distributions at such times an in such manners as to avoid the tax under Internal Revenue Code Section 4942. The Corporation may not:

1. Engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d).
2. Retain excess business holdings as defined in Internal Revenue Code Section 4943(c).
3. Make any investments that would subject it to the tax described in Internal Revenue Code Section 4944.
4. Make any taxable expenditure as defined in Internal Revenue Code Section 4945(e).

**RESTATED ARTICLE 6
MEMBERSHIP**

The Corporation shall have one class of members as provided in the bylaws of the Corporation.

**AS ADDED ARTICLE 7
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is Roxanne van Ravensway. The name of the initial registered agent at this office is 4601 Glenmont, Bellaire TX 774014601 Glenmont, Bellaire TX 77401

**AS ADDED ARTICLE 8
BOARD OF DIRECTORS**

The management of the corporation is vested in its Board of Directors and such committees of the Board that the Board may, from time-to-time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. The initial board of directors shall consist of the following persons at the following addresses:

Name of Director	Street Address
Roxanne van Ravensway	4601 Glenmont, Bellaire TX 77401
Shahara Wright Menchan	4601 Glenmont, Bellaire TX 77401
Maria Perez	4601 Glenmont, Bellaire TX 77401
Sharyn Baker	4601 Glenmont, Bellaire TX 77401

The number of directors may be increased or decreased by adopting or amending bylaws. The number of directors may not be decreased to less than three.

AS ADDED ARTICLE 9
LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

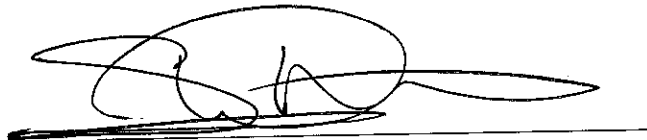
AS ADDED ARTICLE 10
INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Code governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, (if applicable, add: members,) or others related to the Corporation.

AS ADDED ARTICLE 12
CONSTRUCTION

All references in this Certificate of Formation to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as may be amended from time to time.

The Restated Certificate of Formation has been approved by the Members and is hereby executed on July 8, 2010.

A handwritten signature in black ink, appearing to read 'Shahara Wright Menchan', is written over a horizontal line.

Shahara Wright Menchan, Director