

**CERTIFICATE OF CORPORATE RESOLUTION
AUTHORIZING PRESENTATION OF
AMENDED CERTIFICATE OF FORMATION
TO MEMBERS FOR VOTE**

I, Sharon H. Goldblatt, President of Texas Congress of Parents and Teachers (“Corporation”), organized and existing under the laws of Texas, and having its principal place of business at 408 W. 11th Street, Austin, Texas, hereby certify that the following is a true copy of a resolution adopted by the Board of Directors of the Corporation at a meeting convened and held on October 22, 2011, at which a quorum was present and at least 2/3rds of the votes were cast in favor thereof, and that such resolution is now in full force and effect and is in accordance with the provisions of the charter and Bylaws of the Corporation.

WHEREAS: The last Restated Articles of Incorporation with Amendments of Texas Congress of Parents and Teachers was filed in the Office of the Secretary of State of Texas on May 25, 1966;

WHEREAS: Texas Congress of Parents and Teachers desires to further amend its Restated Articles of Incorporation with Amendments to reflect various new terminology used in the current Texas Business Organizations Code (such as “Certificate of Formation” instead of “Articles of Incorporation,” and “Board of Directors” instead of “The State Board of Managers”);

WHEREAS: Texas Congress of Parents and Teachers desires to further amend its Restated Articles of Incorporation with Amendments to reflect that the Corporation’s Bylaws shall provide the qualifications, manner of selection, duties, terms removal and other matters relating to the Board of Directors;

WHEREAS: Texas Congress of Parents and Teachers desires to further amend its Restated Articles of Incorporation with Amendments to reflect that the number of voting directors of the Corporation shall be fixed in the Corporation’s Bylaws, but shall not be less than the number required by the provisions of the Texas Business Organizations Code;

WHEREAS: Texas Congress of Parents and Teachers desires to further amend its Restated Articles of Incorporation with Amendments to update and reflect the current number and names of people serving on the Board of Directors; and

WHEREAS: The Board of Directors desires to present these Restated Articles of Incorporation with Amendments as amended to the members present and entitled to vote at the Corporation’s next State Convention (annual meeting).

NOW THEREFORE:

RESOLVED: That the Board of Directors approves and will present the Restated Certification of Formation to the members present and entitled to vote at the Corporation’s next State Convention (annual meeting), which Certificate will replace the terms “Articles of Incorporation” with “Certificate of Formation,” and “The State Board of Managers” with “Board of Directors.”

RESOLVED FURTHER: That the Board of Directors approves and will present the amendment to Article III of the Restated Articles of Incorporation with Amendments to the members present and entitled to vote at the Corporation's next State Convention (annual meeting), which will read as follows:

The Corporation is a non-profit corporation. The place of business of the Corporation is in Austin, Travis County, Texas. The street address of the registered office of the Corporation is 408 West 11th Street, Austin, Texas, and the name of its registered agent at such address is Kyle Ward, Executive Director.

RESOLVED FURTHER: That the Board of Directors approves and will present the amendment to Article V of the Restated Articles of Incorporation with Amendments to the members present and entitled to vote at the Corporation's next State Convention (annual meeting), which will read as follows:

The management and governing authority of the Corporation is vested in the Board of Directors and such committees of the Board that the Board may establish from time to time. The Bylaws provide the qualifications, manner of selection, duties, terms, removal and other matters relating to the Board of Directors. The number of voting directors of the Corporation shall be fixed in the Bylaws, but shall not be less than the number required by the provisions of the Texas Business Organizations Code. Subject to the Restated Certificate of Formation and the Bylaws of the Corporation, the Board of Directors shall have the direction, management and control of the Corporation's executive and management affairs, thereby exercising such powers as are given the Board of Directors of corporations under the laws of the State of Texas. The Board of Directors consists of the following, all of whom reside in Texas and have their legal residences in Texas, to wit:

Sharon H. Goldblatt
Karen Slay
Leslie Boggs
Karen Martin
Lisa Holbrook
Dr. Christopher Salerno
Kerry Bowdry
Tonita Franklin
Kari Blocher
Larriann Curtis
Chris Zimmer
Lois Buford
Terri Bieber
Lois Pearson
Chris Lloyd
Carey Dabney
Elizabeth A. Campbell
Renee Walker
Leah Filzow-Perez
Kris Vaughn
Heather Ashwell-Hair

Scott Brown
Lori Norman
Liz O'Donnell
Virginia Randal
Belma Juarez
Kaye Lucas

RESOLVED FURTHER: That the President is authorized and directed to certify to any interested party that this resolution has been duly adopted, is in full force and effect, and is in accordance with the provisions of the charter and Bylaws of the Corporation.

DIRECTORS VOTING:

DATE: October 22, 2011

Sharon H. Goldblatt
Karen Slay
Leslie Boggs
Karen Martin
Lisa Holbrook
Dr. Christopher Salerno
Kerry Bowdry
Tonita Franklin
Kari Blocher
Larriann Curtis
Chris Zimmer
Lois Buford
Terri Bieber
Lois Pearson
Chris Lloyd
Carey Dabney
Elizabeth A. Campbell
Renee Walker
Leah Filzow-Perez
Kris Vaughn
Heather Ashwell-Hair
Scott Brown
Lori Norman
Liz O'Donnell
Virginia Randal
Belma Juarez
Kaye Lucas

Witness my hand seal of this corporation on this 22nd day of October, 2011.

**Form 414
(Revised 05/11)**

This space reserved for office use.

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



**Restated Certificate of
Formation
With New Amendments**

Entity Information

The name of the filing entity is:

Texas Congress of Parents and Teachers

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: 3941701

The date of formation of the filing entity is: March 5, 1923

Amendments to Certificate of Formation

This restated certificate of formation makes new amendments to the certificate of formation. Provided below is an identification by reference or description of each added, altered, or deleted provision.

Identification of New Amendments

(Indicate the changes that have been made by checking the appropriate box or boxes.)

- The entity name has been amended.
- The registered agent name or registered office address has changed.
- The purpose of the entity has been amended.
- The period of duration of the entity has been amended.
- A general partner has withdrawn or been admitted to the limited partnership.

Identification of New Amendments (continued)

(Indicate the changes that have been made by checking and completing the appropriate box or boxes.)

Other changes. The certificate of formation has been amended as follows:

Add Each of the following provisions is added to the certificate of formation. The identification or reference of each added provision is set forth below. The full text of each added provision is contained in the amended and restated certificate of formation attached hereto.

Alter The following identified provisions of the certificate of formation are amended. The full text of each amended provision is contained in the amended and restated certificate of formation attached hereto.

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 90th 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: _____

By: _____

Signature of authorized person

Printed or typed name of authorized person (see instructions)

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].”