

**CERTIFICATE OF FORMATION
OF
APAC - ACCESSIBILITY PROFESSIONALS ASSOCIATION CERTIFICATION**

I, the undersigned person, having the capacity to contract and acting as the organizer of a nonprofit corporation (the “**Corporation**”) under the Texas Business Organizations Code (the “**Texas Code**”), do hereby adopt the following Certificate of Formation for the Corporation:

1. The name of the Corporation is APAC - Accessibility Professionals Association Certification.

2. The type of entity being formed is a nonprofit corporation.

3. The Corporation is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Code; provided, however, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (the “**Code**”), or as a corporation contributions to which are deductible under section 170(a)(1) of the Code by virtue of being charitable contributions as defined in section 170(c)(2) of the Code.

4. The purposes for which the Corporation is organized are:

(a) To operate exclusively for charitable, educational, scientific or literary purposes within the meaning of section 501(c)(3) of the Code, by engaging directly in support of such purposes or by making distributions to other organizations for use, by the distributees, in support of such purposes; and

(b) To engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

The Corporation shall not carry on, other than as an insubstantial part of its activities, activities that are not in furtherance of its purposes.

5. The street address of the initial registered office of the Corporation is 9910 Chukar Bend, Austin, Texas 78758, and the name of its initial registered agent at such address is N. Camille North.

6. The initial mailing address of the Corporation is 6001 West Parmer Lane, Suite 370 #929, Austin, Texas 78727.

7. The Corporation will have no members.

8. The management of the affairs of the Corporation is vested in the Board of Directors. The number of directors constituting the initial Board of Directors is three and the name and address of each person who is to serve as director until such director’s successor is

elected and qualified or, if earlier, until such director's death, resignation, or removal as director, are as follows:

Name	Address
Matt Lescher	2043 Woodland Parkway, Suite 300 St. Louis, Missouri 63146
Kristi Avalos	1407 West University Drive McKinney, Texas 75069
Jack McClellan	6247 Vance Jackson Road San Antonio, Texas 78230

9. 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 (a) is or was a director or officer of the Corporation or (b) while a director 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 director under the Texas Code, as the same exists or may hereafter be amended. Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Corporation or elects to continue to serve as a director or officer of the Corporation while this Section 9 is in effect. Any repeal or amendment of this Section 9 shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the Corporation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment of this Section 9. Such right shall include the right to be paid or reimbursed by the Corporation for expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas 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 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 be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Texas Code, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors 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 Directors 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 his 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 members, if any, or directors, agreement, or otherwise.

The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law.

To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this Section 9 shall extend to proceedings involving the negligence of such person.

As used herein, the term “proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

10. To the fullest extent permitted by applicable law, a director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director’s capacity as a director, except that this Section 10 does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (a) a breach of the director’s duty of loyalty to the Corporation;
- (b) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) 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
- (d) an act or omission for which the liability of a director is expressly provided by an applicable statute.

Any repeal or amendment of this Section 10 by the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Section 10, a director shall not be liable to the Corporation to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Texas Code.

11. Any action required by law to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of directors or committee members necessary to take that action at a meeting at which all of the directors or committee members are present and voting.

12. The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in its Board of Directors.

13. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes.

14. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation 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.

15. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to such other eligible organization or organizations (as hereinafter defined) as the Board of Directors shall determine exclusively in furtherance of purposes under section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such eligible organization or organizations as said court shall determine. For purposes of this Article, "eligible organization" or "eligible organizations" shall refer to an organization or organizations exempt from federal income taxation as an organization described in section 501(c)(3) of the Code or as a corporation contributions to which are deductible under section 170(a)(1) of the Code by virtue of being charitable contributions as defined in section 170(c)(2) of the Code.

16. If the Corporation is classified as a private foundation pursuant to Section 509(a) of the Code, then while so classified the Corporation shall be subject to the following provisions:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.


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

18. The name and address of the organizer are as follows:

Name	Address
N. Camille North	6001 West Parmer Lane, Suite 370 #929 Austin, Texas 78727

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 to execute the filing instrument.

EXECUTED this 14th day of December, 2022.



N. Camille North