

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

**ARTICLE ONE: NAME**

The name of the corporation is Central Motorcycle Roadracing Association, Inc. (“Corporation”). The Corporation is a nonprofit corporation.

**ARTICLE TWO: PURPOSE**

The Corporation 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 Corporation is organized to:

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

To such end, the Corporation may have and exercise all the rights and powers conferred on nonprofit corporations 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 Corporation’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 Corporation’s initial agent has consented in writing to this appointment.

**ARTICLE FOUR: DURATION**

The Corporation’s duration is perpetual.

**ARTICLE FIVE: MEMBERS**

The Corporation shall have members, whose rights, duties, and qualifications shall be set forth in the Corporation's Bylaws.

**ARTICLE SIX: DIRECTORS**

The Board of Directors of the Corporation shall be the governing body of the Corporation. 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:

<b>Name</b>	<b>Street Address</b>
John Orchard	P.O. Box 101177 Ft Worth, TX 76185-1177
Danny Dominguez	P.O. Box 101177 Ft Worth, TX 76185-1177
Sean Brown	P.O. Box 101177 Ft Worth, TX 76185-1177
Shandra Crawford	P.O. Box 101177 Ft Worth, TX 76185-1177
Harry Tomlinson	P.O. Box 101177 Ft Worth, TX 76185-1177
Ryan Rutkowski	P.O. Box 101177 Ft Worth, TX 76185-1177

**ARTICLE SEVEN: DISSOLUTION**

In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provided for, all of the remaining assets of the Corporation 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 Corporation shall not be personally liable to the Corporation 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 Corporation, ii) 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; 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 Corporation existing at the time of the repeal or amendment.

**ARTICLE NINE: AMENDMENTS**

The power to amend this Certificate of Formation shall be vested in the Members.

**ARTICLE TEN: EFFECTIVE DATE**

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

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As a duly elected officer of the Corporation, I certify that this Restated Certificate of Formation was adopted by a majority vote of the board of directors on the \_\_\_\_ day of \_\_\_\_\_, 2018, 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 \_\_\_\_\_  
\_\_\_\_\_, 2018.

CENTRAL MOTORCYCLE ROADRACING ASSOCIATION, INC.

BY: \_\_\_\_\_  
NANCY SELLECK  
SECRETARY