



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:

Blackacre Labs
Filing Number: 801664288

Certificate of Formation

October 04, 2012

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 October 10, 2012.



A handwritten signature in cursive script, reading "Hope Andrade".

Hope Andrade
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 #: 801664288 10/04/2012
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Article 1 - Corporate Name

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

Blackacre Labs

Article 2 – Registered Agent and Registered Office

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

OR

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

Name:

Kyle E Mitchell

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

Street Address:

114 E 31st ST APT 306 Austin TX 78705-3029

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: **Daniel R Mitchell**

Title: **Director**

Address: **918 Avenue A Apartment 2 Denton TX, USA 76201**

Director 2: **Michael A Collins**

Title: **Director**

Address: **7800 Southwest Parkway Unit 1413 Austin TX, USA 78735**

Director 3: **Kyle E Mitchell**

Title: **Director**

Address: **114 East 31st Street Apartment 306 Austin TX, USA 78705-3029**

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:

charitable, scientific, religious, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any future federal tax code.

Supplemental Provisions / Information

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

Addendum to Form 202.pdf

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.

Kyle E. Mitchell **114 E 31st ST APT 306 Austin, TX 78705-3029**

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.

KYLE E MITCHELL

Signature of organizer.

FILING OFFICE COPY

Article 6. Activities Inconsistent with Tax Exemption

Notwithstanding any other provision of this Certificate, the filing entity shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any future federal tax code (the “IRC”), or by a corporation, contributions to which are deductible under section 170(c)(2) of the IRC.

Article 7. Political Activities

Notwithstanding any other provision of this Certificate, no substantial part of the activities of the filing entity shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the filing entity shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article 8. Private Inurement

No part of the net earnings of the filing entity shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the filing entity shall be authorized and empowered to pay reasonable compensation.

Article 9. Dissolution

Upon the dissolution of the filing entity, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRC, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the filing entity 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.

Article 10. Action by Written Consent

Any action that is required or is permitted to be taken at a meeting of the filing entity’s directors may be taken without a meeting, without prior notice, and without a vote if a written consent or consents, stating the action to be taken, are signed and dated by the number of directors necessary to take that action at a meeting at which all of the directors are present and voting.

Article 11. Indemnification

The Corporation shall indemnify, in accordance with and to the fullest extent permitted by the Texas Business Organizations Code, any person who was, is, or is threatened to be named a defendant or respondent in litigation or other proceedings because the person is or was a director or officer of the filing entity or other person related to the filing entity.

Article 12. Limitation of Liability

A director of the filing entity shall not be personally liable to the filing entity for monetary damages for any act or omission in such director’s capacity as a director, except that this Article

does not authorize the elimination or limitation of the 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 filing entity;
- (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the filing entity 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 a director is expressly provided by an applicable statute.

The foregoing elimination of liability to the filing entity shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of the Certificate of Formation or Bylaws of the filing entity, contract or agreement, vote of directors, 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 director of the filing entity existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the filing entity is not personally liable as set forth in the foregoing provisions of this Article, the liability of a director shall be eliminated to the full extent permitted by any amendment hereafter enacted to the Texas Business Organizations Code or other Texas law that further eliminates or permits the elimination of the liability of a director. To the extent permitted by applicable law, the foregoing limitation of liability set forth in this Article shall extend to the filing entity's officers.