

RESTATED CERTIFICATE OF FORMATION
OF
DALLAS SAFARI CLUB

Pursuant to the provisions of Sections 3.005 to 3.063, 22.105 to 22.109, and 402.005 of the Texas Business Organizations Code (the "TBOC"), Dallas Safari Club, a Texas non-profit corporation (the "Corporation") hereby adopts this Restated Certificate of Formation (this "Restated Certificate"), which accurately copies the Articles of Incorporation of the Corporation and all amendments and restatements thereto that are currently in effect (the "Existing Certificate of Formation") and as further amended as hereinafter set forth and which contains no other change in any provision thereof, other than omissions permitted under TBOC 3.059(b).

1.

The name of the Corporation is Dallas Safari Club. The Corporation's file number assigned by the Secretary of State of the State of Texas is 0034805201.

2.

Each amendment made by this Restated Certificate has been approved in the manner required by the TBOC and by the constituent documents of the Corporation, and the Restated Certificate, and each such amendment made by the Restated Certificate was duly approved and recommended by the governing authority of the Corporation and adopted by the members of the Corporation on the 17 day of November, 2020.

3.

The Restated Certificate includes changes to conform to the TBOC, which became applicable to the Corporation on January 1, 2010, and other changes to the Existing Certificate of Formation as set forth in the attached Exhibit A.

4.

The Existing Certificate of Formation are hereby superseded in their entirety by the Restated Certificate of Formation attached hereto as Exhibit A, which accurately copies the entire text thereof as further amended as set forth therein, and which contains no other change in any provision thereof, other than omissions permitted under TBOC 3.059(b).

The Corporation's elected and authorized officer signed this Restated Certificate as of the 17th day of November, 2020.

Dallas Safari Club

By: Mark Little
Mark Little
President

**RESTATED CERTIFICATE OF FORMATION
OF
DALLAS SAFARI CLUB**

ARTICLE ONE

The name of the corporation is Dallas Safari Club (the "Corporation").

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The Corporation is to have perpetual existence.

ARTICLE FOUR

1. The Corporation is organized and will be operated exclusively for the promotion of social welfare, including:
 - a. To promote good fellowship among those who love the outdoors and the sport of hunting and fishing;
 - b. To encourage and promote the development, propagation, conservation and wellbeing of wildlife, through such means as hunting; and to train, educate and otherwise cultivate skilled personnel (not limited to members of the Corporation) in the science and culture of such development, propagation, conservation and well-being of wildlife, as well as in wildlife management and conservation in general;
 - c. To help conservation efforts by supporting worthwhile projects, both orally and financially, where possible;
 - d. To educate people in the safe and proper use of firearms and to interest them in conservation and preservation of the habitat and wildlife which are our natural heritage;
 - e. To share the latest hunting experiences and information of members so that other members may benefit therefrom;
 - f. To operate the Corporation as a nonprofit organization organized for the enjoyment of its members, and with the thought in mind that perhaps its members can be of assistance in helping to conserve the animals which they hunt today for the benefit of those who will enjoy the sport tomorrow;
 - g. To preserve the right of the hunters and fisherman to harvest wildlife under proper game laws and to conserve the wildlife for those who will hunt and fish in the future;
 - h. To educate the public as to the traditional and historic role of the sportsman in the successful conservation of our wildlife resources; and

which purposes will in all events be construed to be exclusively for purposes within the meaning of 501(c)(4) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax law (the "Code") and under the laws of the State of Texas; and, subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the above-stated purposes of the Corporation.

2. Notwithstanding any other provision of this Restated Certificate of Formation of Dallas Safari Club, the Corporation will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a corporation (a) which is exempt from federal income taxation as an organization described in Code 501(c)(4).

3. In furtherance of its purposes as aforesaid, the Corporation will have all of the powers enumerated in TBOC SS 2.101 and 2.102.

ARTICLE FIVE

The address of the Company's registered office is 13709 Gamma Rd., Dallas, Texas 75244, and the name of its registered agent at that address is Corey Mason.

ARTICLE SIX

1. The number of directors and the method of their appointment will be determined in accordance with the bylaws of the Corporation as from time to time amended and in effect (the "Bylaws"), and will be subject to change from time to time as the Bylaws may be amended. The number of directors will never be fewer than three (3).

2. As of the date hereof, the number directors of the Corporation is nine (9), and the names and addresses of the persons who are to serve as directors are:

<u>Name</u>	<u>Address</u>
Ken Heard	7147 Round Rock Road, Dallas, Texas 75248
David Hood	5025 FM 2486, Hamilton, Texas 76531-3906
James Jeanes	6804 Loma Lane, Dallas, Texas 75214
Ray Mulholland	4380 Saddle Ridge Road, Southlake Texas 76092
Ravin Reddy	517 Bassword Trail, Garland, Texas 75040
Bob Scott	12128 Talmay Drive, Dallas, Texas 75230
Russell Stacy	2738 Highway 494, Natchitoches, LA 71457
Jim Tolson	5608 Shady Elm Circle, Plano, Texas, 75093
Michael Vernone	1412 Main street, Ste. 1400, Dallas, Texas 75202

3. Directors will serve for the period specified in the Corporation's Bylaws.

4. The management of the Corporation's affairs is vested in the Governing Authority as provided in the Corporation's Bylaws.

5. The members of the governing authority will serve without compensation, and no member of the governing authority will receive any pecuniary benefit from the Corporation in that capacity except reimbursement for actual expenses incurred in connection with the business of the Corporation. Notwithstanding the foregoing, a member of the governing authority may receive compensation from the Corporation to the extent such member serves the Corporation in a capacity other than as a director or officer provided that such service and compensation has been approved by the Corporation's governing authority or a committee of the governing authority in accordance with the Corporation's Bylaws.

6. Any action required or permitted to be taken at a meeting of the governing authority or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by a sufficient number of the members of the governing authority or the committee, as the case may be, as would be necessary to take that action at a meeting at which all of the members of the governing authority or such committee, as the case may be, were present and voted. As used in this Restated Certificate of Formation, (i) "signed" or "signature" means any symbol executed or adopted by a person with present intention to authenticate a writing and includes a digital signature, an electronic signature or a facsimile of a signature, and (ii) "writing" or "written" means an expression of words, letters, characters, numbers, symbols, figures or other textual information that is inscribed on a tangible medium or that is stored in an electronic medium that is retrievable in a perceivable form and (A) includes stored or transmitted electronic data, electronic transmissions, and reproductions of writings but (B) does not include sound or video recordings of speech other than transcriptions that are otherwise writings.

ARTICLE SEVEN

The Corporation will have as members such persons as will subscribe to and support the purposes and activities of the Corporation, and the governing authority will have the power to provide for the admission of persons to one or more classes of membership, and the terms and conditions of any such class of membership.

ARTICLE EIGHT

The power to adopt, alter, amend, or repeal the bylaws of the Corporation will be vested in its members, and is exercised by the affirmative vote of two-thirds (2/3) of the voting members in good standing present in person or by proxy at any regular or special meeting of the voting members at which a quorum is present.

ARTICLE NINE

1. The Corporation is not organized for pecuniary profit, nor will it have any power to issue certificates of stock or declare dividends. The balance, if any, of all money and other assets received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, will be used and distributed

exclusively for carrying out only the purposes of the Corporation as particularly set forth in Article Four.

2. No part of the net earnings of the Corporation will inure or be payable to or for the benefit of any private individual, including the Corporation's governing authority, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four.

3. The Corporation will not operate for the primary purpose of carrying on a trade or business for profit.

4. Upon the and termination of the Corporation, its assets will be distributed to carry out the purposes of the Corporation, or if no such distribution is made, then for one or more exempt purposes within the meaning of Code 501(c)(4) or will be distributed to the federal government, or to a state or local government, for a public purpose at the time this Corporation was formed. Any such assets not so disposed of will be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court will determine, which are organized and operated exclusively for such purposes.

ARTICLE TEN

1. Each person who is or was a director, officer, agent or employee of the Corporation and each person who serves or served at the Corporation's request as director, officer, agent, employee, partner or trustee of another Corporation, or of a partnership, joint venture, trust or other enterprise will be indemnified by the Corporation against any expenses (including attorney's fees), amounts paid in settlement, judgments and fines incurred by such person in connection with any action, suit or proceeding to which such person may be a party by reason of such person's position with the Corporation or service on behalf of the Corporation to the full extent (i) provided under any by-law or agreement of the Corporation or (ii) otherwise permitted by law; provided, however, that said indemnification will not be afforded if the Corporation, in its reasonable discretion, finds said party has committed an act or omission which is:

- a. a breach of duty to the Corporation;
- b. an act or omission that involves intentional misconduct or a knowing violation of the law;
- c. a transaction from which such person receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of that person's position in respect to the Corporation; or
- d. an act or omission for which the liability is expressly provided by any applicable statute.

2. This Article Ten will be deemed to incorporate by reference any future amendments to applicable law that further limit or eliminate the personal liability of personas

acting on behalf of the Corporation or provide for the indemnification of persons acting on behalf of the Corporation.

3. Any repeal or modification of all or part of this Article Ten by the members of the Corporation will not adversely affect any right or protection of a person acting on behalf of the Corporation existing at the time of such repeal or modification.