



**AMENDED & RESTATED  
ARTICLES OF INCORPORATION**

October 23, 2019

PURSUANT TO THE LAWS OF STATE OF TEXAS AND THE TEXAS BUSINESS CODE, THE UNDERSIGNED MAJORITY OF WHOM ARE CITIZENS OF THE UNITED STATES, DO HEREBY SUBMIT THESE ARTICLES OF INCORPORATION FOR THE PURPOSE OF FORMING A NONPROFIT CORPORATION.

ARTICLE 1  
NAME

THE NAME OF THE CORPORATION SHALL BE SQUADRA FOUNDATION INC

ARTICLE 2  
EXISTENCE

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE 3  
EFFECTIVE DATE

THE EFFECTIVE DATE OF INCORPORATION SHALL BE SEPTEMBER 19, 2019.

ARTICLE 4  
MEMBERS

THE CORPORATION WILL NOT HAVE MEMBERS

ARTICLE 5  
TYPE OF NON-PROFIT ORGANIZATION

THIS CORPORATION IS A NONPROFIT PUBLIC BENEFIT CORPORATION AND IS NOT ORGANIZED FOR THE PRIVATE GAIN OF ANY PERSON.

ARTICLE 6  
REGISTERED AGENT AND OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS:  
815A BRAZOS STREET, #265  
AUSTIN, TX 78701

ADDRESS 2  
THE NAME OF THE INITIAL REGISTERED AGENT IS:

DAVID A. GRANZOTTI

ARTICLE 7  
PRINCIPAL OFFICE

THE STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS:  
700 LAVACA STREET, SUITE 1400  
AUSTIN, TX 78701

ARTICLE 8  
MAILING ADDRESS

THE MAILING ADDRESS OF THE CORPORATION IS:  
815A BRAZOS STREET, #265  
AUSTIN, TX 78701

ARTICLE 9  
DIRECTORS

THE CORPORATION'S BOARD OF DIRECTORS ARE AS FOLLOWS:

DAVID GRANZOTTI  
815A BRAZOS STREET, #265, AUSTIN, TX 78739

BRIAN ROBINSON  
11705 EUBANK DRIVE, AUSTIN, TX 78758

JIM FLEWELLING  
9405 BELL MOUNTAIN DRIVE, AUSTIN, TX 78730

BRAD MCRAE  
5700 COSTAS COVE, AUSTIN, TX 78759

JOSHUA GUERRA  
25625 LEWIS RANCH RD, NEW BRAUNFELS, TX 78132

ARTICLE 10  
INDEMNIFICATION

THE CORPORATION DOES INDEMNIFY ANY DIRECTORS, OFFICERS, EMPLOYEES, INCORPORATORS, AND MEMBERS OF THE CORPORATION FROM ANY LIABILITY REGARDING THE CORPORATION AND THE AFFAIRS OF THE CORPORATION, UNLESS THE PERSON FRAUDULENTLY AND INTENTIONALLY VIOLATED THE LAW AND/OR MALICIOUSLY CONDUCTED ACTS TO DAMAGE AND/OR DEFRAUD THE CORPORATION, OR AS OTHERWISE PROVIDED UNDER APPLICABLE STATUTE.

ARTICLE 11  
PURPOSE

THE PURPOSE OF THE CORPORATION IS EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, AND/OR ALTRUISTIC PURPOSES, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE AND HEREIN STATED AS FOLLOWS:

THE CORPORATION WAS FORMED TO CONNECT THE PASSIONS OF THE AUTOMOTIVE COMMUNITY AND INDUSTRY, INCLUDING BUT NOT LIMITED TO, AUTOMOTIVE OWNERS, ENTHUSIASTS, DEALERS, CLUBS, MANUFACTURERS, VENDORS, SUPPLIERS AND RACING ORGANIZATIONS, WITH GIVING BACK TO THOSE IN NEED. THE CORPORATION AIMS TO FULFILL ITS PURPOSE BY HOSTING VARIOUS AUTOMOTIVE EVENTS AND SOLICITING DONATIONS AND GRANTS FROM VARIOUS INDIVIDUALS AND ORGANIZATIONS THAT SHARE THE CORPORATION'S CORE VALUES TO PROVIDE SUPPORT TO THOSE IN NEED.

THE CHARACTER AND ESSENCE OF THE CORPORATION IS THE SAME AS THE PURPOSE.

ARTICLE 12  
PROHIBITED ACTIVITIES

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL 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 11. 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 OR IN OPPOSITION TO ANY CANDIDATE

FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THIS CORPORATION SHALL NOT, EXCEPT TO AN INSUBSTANTIAL DEGREE, ENGAGE IN ANY ACTIVITIES OR EXERCISE ANY POWERS THAT ARE NOT IN FURTHERANCE OF THE PURPOSES OF THIS CORPORATION.

ARTICLE 13  
DISTRIBUTIONS UPON DISSOLUTION

UPON THE DISSOLUTION OF THE CORPORATION, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL THE LEGAL LIABILITIES OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, 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 CORPORATION 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 14  
INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

DAVID A GRANZOTTI  
815A BRAZOS STREET, #265  
AUSTIN, TX 78701

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/DAVID A GRANZOTTI/  
SIGNATURE

OCTOBER 23, 2019