



Office of the Secretary of State

CERTIFICATE OF FILING OF

UNIVERSITY OF NORTH TEXAS FOUNDATION, INC.
30885101

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 08/07/2026

Effective: 08/07/2026



A handwritten signature in black ink, appearing to read "R. Howden".

Robert S. Howden
Secretary of State

**SECOND AMENDED AND RESTATED
CERTIFICATE OF FORMATION**

OF

**UNIVERSITY OF NORTH TEXAS
FOUNDATION, INC.**

Pursuant to the provisions of Chapter 22 of the Texas Business Organizations Code (the “TBOC”) the UNIVERSITY OF NORTH TEXAS FOUNDATION, INC., A Texas nonprofit corporation (the “Corporation”), hereby adopts this Second Amended and Restated Certificate of Formation (the “Second Amended and Restated Certificate”), which accurately states the Corporation’s Articles of Incorporation and all amendments and restatements thereto that are in effect to date (collectively, the “Original Certificate”), as such provisions are further amended by this Second Amended and Restated Certificate, and contains no other change in the Original Certificate except as permitted by the TBOC.

1. The name of the Corporation is University of North Texas Foundation, Inc.
2. The type of entity of the Corporation is a nonprofit corporation. The file number issued to the Corporation by the Secretary of State is 308851. The date of the original Certificate of Incorporation of the Corporation is June 27, 1972.
3. Each new amendment to the Original Certificate has been made in accordance with the TBOC. Each amendment to the Original Certificate has been approved in the manner required by the TBOC and the governing documents of the Corporation.
4. The Amended and Restated Certificate of Formation of the Corporation filed on December 31, 2014, is amended by this Second Amended and Restated Certificate as follows:
 - a. Article VI is amended to reflect the current registered agent of the Corporation.

- b. Article IX is amended to reduce the minimum number of board directors from 5 to the statutory minimum of 3.
 - c. Article X is amended to reflect current board directors.
5. In accordance with the foregoing provisions the Corporation's Original Certificate is amended and restated to read in its entirety as set forth on Exhibit A attached hereto and made a part hereof for all purposes.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed this Second Amended and Restated Certificate of Formation on this 1 day of July, 2026, for an on behalf of the Corporation.

UNIVERSITY OF NORTH TEXAS FOUNDATION, INC.

By: Lynett Dill, President/CEO

and

By: Thomas E. Muir, Board Secretary

EXHIBIT A
SECOND AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
UNIVERSITY OF NORTH TEXAS
FOUNDATION, INC.

I.

The name of the Corporation is UNIVERSITY OF NORTH TEXAS FOUNDATION,
INC.

II.

The Corporation is a non-profit corporation.

III.

The period of duration is perpetual.

IV.

The Corporation is organized for the following purposes:

- A. To advance education through financial support of the University of North Texas (“UNT”), the University of North Texas System (“UNT System”) and the other component institutions, parts and divisions from time to time comprising the UNT System, by the improvement of their, teaching, scholarship, research and facilities. As used in this Certificate the UNT System, means the system defined in Chapter 105,

Subtitle F, Title 3, of the Education Code of the State of Texas (the "Statute"). UNT and each such other institution, part or division are sometimes referred to individually herein as a "UNT Component" and collectively as the "UNT Components."

- B. To receive, hold, manage, and control property, whether real, personal or mixed, acquired by the Corporation by donation, gift, grant, devise, bequest, purchase or other means.
- C. To transfer or use all or any part of the corpus or income for one or more of the purposes specified in Part A of this Article IV above in accordance with the general or specific purposes stipulated by the donors, grantors or testators, or, in the absence of such stipulations, for such uses as may be determined by the Board of Directors.
- D. To promptly distribute all net income in excess of operating requirements (including, without limitation, the maintenance of reasonable reserves) to promote educational advancement in accordance with Part A of Article IV above.

V.

The Corporation shall not solicit gifts which by law or established policy of the Board of Regents of the UNT System can be received by said Regents. The Corporation shall accept gifts for specific purposes only so long as the purposes are in accord with the programs and policies established by the Board of Regents of the UNT System.

VI.

The street address of the registered office of the Corporation is 801 North Texas Boulevard, Denton, Texas 76203, and the name of its registered agent at such address is Lynette R. Gillis, Ph.D.

VII.

In all events and under all circumstances, including, but not limited to, merger, reorganization, termination, dissolution or winding-up of this Corporation, whether voluntary or involuntary, by operation of law or by amendment to these Articles of Incorporation:

- A. No part of the activities of this Corporation shall, except as an insubstantial part of its overall activities, ever consist of carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; provided however, that this Corporation shall not engage in any transaction which is prohibited transaction as to the Corporation or which otherwise subjects the Corporation to a penalty or excise tax under the Internal Revenue Code of the United States of America;
- B. Neither the whole nor any part of the assets or net income of the Corporation shall ever be used, nor shall the Corporation ever be operated, for objects or purposes which are not, except to an insubstantial extent, exclusively religious, educational, or charitable; provided, however, that nothing in this paragraph contained shall impair those rights and powers which are granted by the laws of the State of Texas to similar non-profit corporations;
- C. No compensation or payment shall ever be paid or made to any officer, director, or incorporators of this Corporation except as a reasonable allowance for actual expenditures or services actually rendered; and neither the whole nor any part of the assets or net earnings of the Corporation shall ever be distributed to or divided among

such persons, and neither the whole nor any part or portion of said assets or net earnings shall ever be used for, accrued to or inure to the benefit of any private individual.

D. Upon termination or dissolution of the Corporation, all assets and earnings then on hand shall be distributed by the Board of Directors for the sole benefit of UNT, the UNT System and/or one or more UNT Components; provided, however, that gifts or donations previously received for specific purposes shall continue to be used for such purposes. In no event shall such assets, properties, or the proceeds thereof be subject to appropriation by the State of Texas.

VIII.

Neither the UNT System, UNT or any of the other UNT Components, nor any official of any of the foregoing, nor any director, officer or agent of this Corporation, shall ever be personally liable for any debt or other obligation of the Corporation.

IX.

The Board of Directors of this Corporation shall consist of such number of persons, but not less than three (3), as shall be fixed by the Corporation's Bylaws. Directors, who shall serve without compensation, shall be elected annually by the Board of Directors at the first annual meeting of the Board of Directors or at a special meeting called for that purpose. Directors shall serve for such term as shall be fixed by the Corporation's Bylaws. Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining Director. The Board of Directors may select additional persons to serve with them as advisory directors for one-year terms without restriction on reappointment. Such Advisory Directors shall not vote.

X.

The names and addresses of the current members of the Board of Directors of the Corporation are as follows:

Brad Bourland
1312 Ruby Lea Lane
Fort Worth, TX 76179

Charles Denison
Argent Financial Group
4200 S. Hulan St., Ste. 217
Fort Worth, TX 76109

Timothy Dwight, *Board Vice Chair*
Fireside Capital Advisors
14785 Preston Rd., Ste. 590
Dallas, TX 75254

Ryan Farha
ORIX Corporation USA
2001 Ross Ave., Ste. 1900
Dallas, TX 75201

Jonathon Fite
3110 Montecito Drive
Denton, TX 76205

Gilbert Gerst
2707 South Blvd.
Dallas, TX 75215

Sam Golden
Alvarez & Marsal, LLC
700 Louisiana, Ste. 900
Houston, TX 77002

Jaime Grassi, *Board Treasurer*
Slalom, Inc.
5430 Lyndon B Johnson Fwy
Ste. 1200
Dallas, TX 75240

Diann Huber
3310 Montecito
Denton, TX 76205

Harry Joe, *Board Chair*
JMA Firm, PLLC
16255 North Central Expwy
Dallas, TX 75243

Ben Joyner
6504 Ridglea Ct.
Argyle, TX 76226

5773 Woodway Dr., #169
Houston, TX 77057

Mary Matranga
12301 Pleasant Hill Ct.
Austin, TX 78738

Jim McNatt
The McNatt Companies
4401 N I-35, Ste. 309
Denton, TX 76207

Thomas Muir, *Board Secretary*
Cultivar Capital, Inc.
421 E. Hickory Street, Ste. 103
Denton, TX 76201

Randy Robason
3828 Hanover Street
Dallas, TX 75225

Sonja Rogers
15578 Desert Broom Rd.
Frisco, TX 75035

C. Dan Smith
Smith Exploration, LLP
6950 TPC Drive, Ste. 120
McKinney, TX 75070

Charlie Smith
6409 Riviera Drive
North Richland Hills, TX 76180

Gayle Strange
1100 Southmont Drive
Denton, TX 76205

Melanie Vest
DATCU Credit Union
5940 S I-35E
Corinth, TX 76210

Chris Watts
City of Denton Council Member
419 S Carroll Blvd., Ste. 1B
Denton, TX 76201