

**ORGANIZATIONAL CONSENT OF THE DIRECTORS  
OF  
NDC OUTDOOR LEGACY**

The undersigned, being all of the directors (the "*Directors*") of NDC Outdoor Legacy, a Texas non-profit corporation (the "*Company*"), pursuant to Section 6.201(b) of the Texas Business Organizations Code, as amended, do hereby consent to and take the following written actions in lieu of an organizational meeting of the Directors of the Company:

RESOLVED, that the Secretary of the Company be, and hereby is, instructed to insert into the minute book of the Company a copy of the Certificate of Formation of the Company that has been filed in the office of the Texas Secretary of State on March 16, 2023 (the "*Certificate*"); and be it

FURTHER RESOLVED, that all actions taken by the incorporator on behalf of the Company in connection with the organization of or relating to the business of the Company prior to the date hereof, be, and hereby are, ratified, approved and adopted in all respects; and be it

FURTHER RESOLVED, that the Bylaws attached hereto as Exhibit "A" be, and hereby are, adopted as the Bylaws of the Company, and the Secretary of the Company be, and hereby is, instructed to insert the attached copy of the Bylaws into the minute book of the Company; and be it

FURTHER RESOLVED, that the number of Directors constituting the initial board of Directors (the "*Board*") of the Company is hereby fixed at four (4), and the initial Directors of the Company are set forth in the Certificate; and be it

FURTHER RESOLVED, that the following named persons be, and hereby are, elected to the offices of the Company as set forth opposite their respective names, to serve until the next annual election of officers of the Company or until the election and qualification of their respective successors, such persons and their respective offices being as follows:

<u>Name</u>	<u>Office</u>
Josh Connally	Chairman of the Board
Bryan Connally	President
Trey Connally	Vice President
Trey Connally	Secretary
Trey Connally	Treasurer

FURTHER RESOLVED, that each of the officers of the Company is authorized to establish bank accounts in the name of and on behalf of the Company with such banks, either within or without the continental United States, as the officers may deem necessary or advisable, and in connection therewith to execute said banks' regular corporate resolution forms, which are incorporated by reference in and made a part of this resolution, and the Secretary be, and hereby is, directed to place a copy of each executed corporate resolution form into the minute book of the Company; and be it

FURTHER RESOLVED, that each of the officers of the Company be, and hereby is, authorized as a signatory on all bank accounts established in the name and on behalf of the Company; and be it

FURTHER RESOLVED, that the fiscal year of the Company shall commence on the date hereof and end on the last day of December 2023. Thereafter, the fiscal year of the Company shall begin on the first day of January and end on the last day of December of each year; and be it

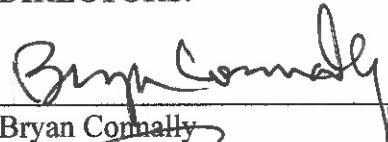
FURTHER RESOLVED, that the Board hereby authorizes the preparation and submission of Form 1023 (application for tax-exempt status) to the Internal Revenue Service ("IRS") in order to obtain a determination of tax-exempt status. It further authorizes the expenditure of the filing fee for such application and authorizes the President or other officer designated by the President to execute such application and all other related forms and documentation necessary for the submission of Form 1023 to the IRS.

FURTHER RESOLVED, that the officers of the Company be, and they hereby are, authorized, empowered and directed, for and on behalf and in the name of the Company, to do and perform such acts and deeds and to execute and deliver such instruments and documents as may be necessary to carry out and comply with the terms and provisions of these resolutions; and be it

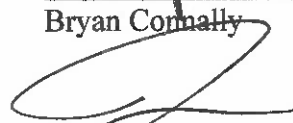
FURTHER RESOLVED, that the Directors may execute this Consent in any number of counterparts, each of which will be deemed an original, all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the 16<sup>th</sup> day of March, 2023.

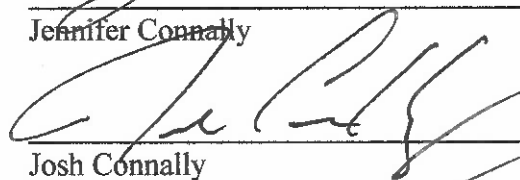
**DIRECTORS:**

  
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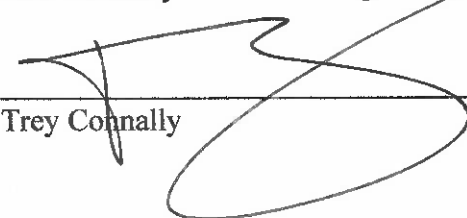
Bryan Connally

  
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Jennifer Connally

  
\_\_\_\_\_

Josh Connally

  
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Trey Connally

**Exhibit "A"**  
**Bylaws**

*[see following 7 pages]*

**BYLAWS  
OF  
NDC OUTDOOR LEGACY**

**ARTICLE I**

**Name**

Section 1.1 Name. The name of the corporation is NDC Outdoor Legacy (the "*Corporation*").

**ARTICLE II**

**Purposes of the Corporation**

Section 2.1. Purpose. The exclusive purpose of the Corporation is to further charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "*Code*") by inspiring and empowering military veterans, at-risk youth, terminally ill children, and their families through the great outdoors as a platform for personal growth, community engagement, and positive change. By providing access to outdoor activities, education, and resources, the Corporation strives to create an enduring legacy of connection and hope for individuals, families, and communities.

Section 2.2 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 the Certificate of Formation and these Bylaws. 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 the Certificate of Formation or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes set forth in the Certificate of Formation and these Bylaws.

**ARTICLE III**

**Offices and Registered Agent**

Section 3.1 Offices. The Corporation shall maintain continuously in the State of Texas a registered office at such place as may be designated by the Board of Directors or the President. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s), either within or without the State of Texas, as may be designated by the Board of Directors.

Section 3.2 Agent. The Corporation shall maintain continuously within the State of Texas a registered agent, which agent shall be designated by the Board of Directors or the President.

#### **ARTICLE IV Board of Directors**

Section 4.1 General Powers and Duties. The property, affairs, business and concerns of the Corporation shall be managed, controlled and directed by the Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Certificate of Formation or the Texas Business Organizations Code which are necessary or convenient to carry out the purposes of the Corporation.

#### Section 4.2 Composition of the Board of Directors.

(a) The number of Directors constituting the initial Board of Directors shall be as designated in the Certificate of Formation. The number of Directors on the Board may be determined, from time to time, by the vote of a majority of Directors at the time in office at an annual or special meeting of the Board of Directors called for that purpose, provided that any such action of the Directors shall not affect the tenure of office of any Director then in office, and provided further that there shall at all times be at least three Directors of the Corporation.

(b) Directors other than those named in the Certificate of Formation shall be elected at an annual or special meeting of the Board of Directors by a vote of a majority of Directors at the time in office.

(c) The term of each Director shall be one (1) year. Directors may serve for an unlimited number of consecutive terms if duly elected under Section 4.2(b) above. The term of a Director shall also expire by reason of his or her death, resignation or removal in accordance with these Bylaws.

(d) Any vacancy in the Board of Directors, including a vacancy caused by the expiration of a Director's term, shall be filled by a majority vote of the Directors then serving. A Director appointed to fill a vacancy shall serve until the next annual meeting or until his or her successor is elected and qualifies.

(e) A Director may resign at any time by giving notice thereof in writing to the Chairman of the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

(f) A Director may be removed, with or without cause, by a majority vote of the Directors then serving.

(g) The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors at which he or she is present and shall perform such other duties as may be required of him or her by the Board of Directors. The President of the

Corporation shall, in the absence of the Chairman of the Board, preside at its meetings and shall perform such other duties as may be required of him or her by the Board of Directors.

Section 4.3 Meetings of the Board of Directors.

(a) Regular meetings of the Board of Directors shall be held at least once in each calendar year. Special meetings shall be called at the discretion of the Chairman of the Board of Directors. Unless otherwise specified by the Chairman of the Board of Directors, the first regular meeting of the Board of Directors in each fiscal year shall constitute its annual meeting, at which Officers and Directors shall be elected.

(b) The time and place of all meetings of the Board of Directors shall be designated by the Chairman of the Board of Directors. The meetings may be held within or without the State of Texas as may be fixed by the notice of meeting.

(c) Whenever any notice of a meeting of the Board of Directors is required to be given under provisions of the Certificate of Formation or these Bylaws, notice shall be given at least five days prior to the date designated for such meeting, provided that a special meeting of the Board of Directors may be held upon prior notice of two days. Notice of a meeting of the Board of Directors shall specify the date, time, and place of the meeting, and it shall specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally to each Director, mailed to his or her business address as it appears on the records of the Corporation, sent by facsimile (fax) to his or her fax number as it appears on the records of the Corporation, or sent by electronic mail (e-mail) to his or her electronic mail address as it appears on the records of the Corporation. If such notice is given by mail at least five days prior to the date designated for a meeting, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If notice is given by fax, it shall be deemed delivered upon receipt of confirmation that the transmittal has been successful. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

(d) Three-fourths of the number of Directors as fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except that if a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting to another time, subject to any applicable requirements of the Texas Business Organizations Code.

(e) Except as otherwise provided by applicable law, the Certificate of Formation, or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

(f) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed

upon is sent to all the Directors in office and all the Directors in office consent to such action in writing, setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

(g) Any or all Directors may participate in a meeting of the Board of Directors, or a committee of the Board of Directors, by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 4.4 Reimbursement of Directors' Expenses. Any individual who is serving as a Director hereunder shall be entitled to receive reasonable compensation for his or her services (unless the Director waives compensation) as approved by a majority of the entire Board of Directors. The Directors shall be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board of Directors.

## **ARTICLE V Committees**

Section 5.1 Committees. The Board of Directors may, by a vote of a majority of all Directors in office, appoint one or more committees and subcommittees for purposes of carrying out the business of the Board of Directors and the purposes of the Corporation.

## **ARTICLE VI Officers**

Section 6.1 Officers. The officers of the Corporation shall be the Chairman of the Board of Directors, President, Secretary, Treasurer, and such other officers as may from time to time be deemed advisable by the Board of Directors including, but not limited to, Vice Presidents (the "*Officers*"). Officers shall be appointed by the Board of Directors. Officers may, but need not, be Directors. Any two or more offices may be held by the same person except for the offices of President and Secretary. The Officers shall have powers and duties as are delegated to them in writing by the Board of Directors.

Section 6.2 Term, Authority and Compensation. All of the Officers of the Corporation shall hold their offices for such terms as shall be determined from time to time by the Board of Directors, and shall exercise such powers, perform such other duties, and receive such reasonable compensation as shall be determined from time to time by a majority vote of the Board of Directors; provided, however, that Directors also serving as Officers shall be excluded from voting on matters involving the compensation of Officers.

Section 6.3 Removal and Vacancy. The Officers of the Corporation shall hold office until their successors are chosen and qualified. The Chairman of the Board may remove any Officer of the Corporation. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 6.4 Power to Contract. The Chairman of the Board may enter into and execute on behalf of the Corporation contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Certificate of Formation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation.

Section 6.5 Duties. The duties and powers of the Officers of the Corporation shall be as provided in these Bylaws, or as provided pursuant to these Bylaws or (except to the extent they are inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

Section 6.6 The Chairman and President. The Chairman of the Board of Directors shall be the chief executive officer of the Corporation and shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with any policies and directives approved by the Board of Directors. The President shall have supervision of the affairs of the Corporation, subject to, and as may be determined by, the Board of Directors or the Chairman of the Board of Directors.

Section 6.7 The Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as the Board of Directors shall direct. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, perform all duties customary to the office of secretary.

Section 6.8 The Treasurer. The Treasurer shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in the books of the Corporation. He or she shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Chairman of the Board of Directors, or its delegate, taking proper vouchers for such disbursements, and shall render an account of all his or her transactions as Treasurer and of the financial condition of the Corporation to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires.

Section 6.9 Vice President. A Vice President shall perform such duties as shall be assigned to, or are required of, them by the Board of Directors, the Chairman of the Board of Directors or the President.

## **ARTICLE VII Indemnification**

Section 7.1 Indemnification. To the extent permitted by law, the Corporation shall indemnify (a) any current Director, Officer, employee or agent, (b) any former Director, Officer, employee or agent, and (c) any individual who served at the Corporation's request as a director, officer, partner, member, employee or agent of another foreign or domestic corporation,

partnership, limited liability company, joint venture, trust, other enterprise or employee benefit plan, against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any threatened, pending or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which he or she may be or is made a party by reason of serving in such position. Notwithstanding the preceding sentence, there shall be no indemnification in relation to matters as to which it shall be proved that the act or omission of the potential indemnitee was material to the cause of action adjudicated in the proceeding and either (i) the act or omission was committed in bad faith or was the result of active and deliberate dishonesty, (ii) the potential indemnitee actually received an improper personal benefit in money, property or services, or (iii) in the case of any criminal proceeding, the potential indemnitee had reasonable cause to believe that the act or omission was unlawful.

Section 7.2 Payment of Indemnified Obligations. Amounts paid pursuant to this Article VII in indemnification of expenses and liabilities shall include, but shall not be limited to, judgments, penalties, fines, settlements, attorneys' fees, and other reasonable expenses actually incurred by the indemnitee. The Corporation shall pay or reimburse reasonable expenses in advance of the final disposition of the proceeding upon written receipt by the Corporation of a written affirmation by the indemnitee of the indemnitee's good faith belief that the standard of conduct necessary for indemnification by the Corporation has been met, and a written undertaking by or on behalf of the indemnitee to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

Section 7.3 Non-Exclusive Remedy. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which any person may be entitled under any statute, bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

Section 7.4 Insurance. The Board of Directors may authorize the purchase of insurance on behalf of any Director, Officer, employee, or agent of the Corporation, or any individual who is or was serving at the request of the Corporation as a director, officer, partner, member, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, other enterprise or employee benefit plan, against any liability asserted against and incurred by him or her arising out of serving in such position, whether or not the Corporation would have the power to indemnify such individual against that liability under law.

Section 7.5 Limitations. No payment shall be made or insurance coverage provided under this Article VII if such action would result in liability for tax under chapter 42 of the Code. Moreover, the Corporation shall not indemnify, reimburse or insure any person in any instance where such action is inconsistent with section 4958 of the Code or any other provision of the Code applicable to corporations described in section 501(c)(3) of the Code.

Section 7.6 Severability. If any part of this Article VII shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

**ARTICLE VIII**  
**Miscellaneous Provisions**

Section 8.1 Checks. All checks, drafts, or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

Section 8.2 Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by resolution of the Board of Directors.

Section 8.3 Books and Records. The Corporation shall keep at its office correct and complete books and records of account, records of the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee(s) of the Corporation, and a current list of the Directors and Officers of the Corporation and their addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

**ARTICLE .IX**  
**Amendments**

Section 9.1 Amendment of Bylaws. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Board of Directors by a vote of a majority of the Directors in office, if at least five days' prior written notice is given of the intention to take such action at such meeting.

Section 9.2 Amendment of Certificate of Formation. The Certificate of Formation may be altered or amended, or a new Certificate of Formation adopted, at any meeting of the Board of Directors, by a vote of a majority of the Directors in office, pursuant to the applicable provisions of the Texas Business Organizations Code, if at least five days' prior written notice is given of the intention to take such action at such meeting.

**ARTICLE X**  
**Dissolution**

Section 10.1 Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future 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, and said court shall determine, which are organized and operated exclusively for such purposes.