

Bylaws
Of
Toys for Texans

ARTICLE I, NAME

1.01 Name

The name of the corporation shall be Toys for Texans. The business of the corporation may be conducted as Toys for Texans.

1.02 Corporation or Organization

Within these articles Toys for Texans may be referred to as (“the corporation”) or (“the organization”) or (“organization”) or (“corporation”). Although this does not limit the use of (“the corporation) or (“the organization) or (“organization”) or (“corporation”) as they may be used within these articles as a general term or to refer to a different entity.

ARTICLE II, GOVERNANCE

2.01 Duration

The period of duration of the corporation is perpetual notwithstanding adoption of a plan of dissolution.

2.02 Governance

Toys for Texans shall be governed by its board of directors.

2.03 Membership

Toys for Texans shall have no members. The management of the affairs of the corporation shall be vested in the board of directors.

2.04 Governing Instruments

The corporation shall be governed by the corporation's bylaws and by Adopted Proposals.

2.05 Construction

In the case of any conflict between the corporation's bylaws, and an Adopted Proposal, the corporation's bylaws shall control.

ARTICLE III, PURPOSE

3.01 Purpose

Toys for Texans is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Toys for Texans' purpose is to provide less privileged children with holiday presents. Although at times when the governing body sees fit, the organization may hold events to provide the underprivileged with necessities. By collecting toys and funds through donation drives and other means of fundraising, Toys for Texans is able to provide less fortunate children with toys. Toys for Texans may also partner with various organizations to help distribute these toys as well as to raise funds and/or provide volunteers.

Toys for Texans' goal is to give children in challenging situations the joyful holiday that they deserve.

At times, per discretion of the board of directors, Toys for Texans, as stated above, may partner with various organizations as well as provide volunteer and internship opportunities to those the board of directors feels would benefit Toys for Texans and those it serves.

3.02 Public Benefit

Toys for Texans is designated as a public benefit organization and is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV, NON-PROFIT NATURE

4.01 Non-profit Nature

The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, officers, or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or by an organization,

contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

Toys for Texans is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these articles.

4.02 Prohibited Distributions

No part of the net earnings, or properties of the corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributed to, any members, directors, officers, or other private person or individual, 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 III, Section 3.01.

4.03 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate

in, or intervene in any political campaign on behalf or in opposition to any candidate for public office.

4.04 Prohibited Activities

Notwithstanding any other provision of these articles, Toys for Texans shall not carry on any activities not permitted to be conducted by a corporation exempt by the Federal Income Tax as an organization described in Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.

ARTICLE V, OFFICES

5.01 Principal Address

The principal office of the corporation is located at 940 Sydney Lane, Allen, TX, 75013.

5.02 Change of Principal Address

The corporation's principal office may be changed by amendment of these articles.

5.03 Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE VI, DISSOLUTION

6.01 Dissolution

The corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the board of directors that is consistent with the certificate of formation, the corporation's bylaws, and with state law. Adoption of a plan of dissolution shall require a unanimous vote of the board of directors with all directors voting. This vote must take place at a special meeting called only for the purpose of the adoption of a plan of dissolution in which all five (5) sitting directors attend.

ARTICLE VII, INDEMNIFICATION

7.01 Indemnify Under Law

The corporation shall indemnify and advance the expenses of each person to the full extent permitted by law.

7.02 Additional Indemnification

(a) The corporation hereby agrees to hold harmless and indemnify each of its directors, officers, employees and agents (the “Indemnitee”) from and against, and to reimburse the Indemnitee for, any and all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys’ fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the corporation to procure a judgment in its favor, including an action, suit or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise for which the Indemnitee served in any capacity at the request of the corporation, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a director or officer of the corporation, or is or was serving or at any time serves such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnitee’s fiduciary duty as a director, officer, employee or agent of such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise under any state or federal law or otherwise; provided, however, that no indemnity pursuant to this Section 7.02 shall be paid by the corporation (i) if a judgment or other final adjudication adverse to the Indemnitee establishes that the Indemnitee’s acts were committed in bad faith or were the result of active and deliberate dishonesty and

were material to the cause of action so adjudicated, or that the Indemnitee personally gained in fact a financial profit or other advantage to which the Indemnitee was not legally entitled; or (ii) if a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnitee acted in bad faith and/or was dishonest.

(b) The obligation of the corporation to indemnify contained herein shall continue during the period the Indemnitee serves as a director, officer, employee, or agent of the corporation and shall continue thereafter so long as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee was a director or officer of the corporation or served at the request of the corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

(c) Promptly after receipt by the Indemnitee of notice of the commencement of any action, suit or proceeding, the Indemnitee will, if a claim in respect thereof is to be made against the corporation under this Section 7.02, notify the corporation of the commencement thereof; but the omission so to notify the corporation will not relieve it from any liability which it may have to the Indemnitee otherwise than under this Section 7.02. With respect to any such action, suit, or proceeding as to which the Indemnitee notifies the corporation of the commencement thereof:

- (i) The corporation will be entitled to participate therein at its own expense; and,
- (ii) Except as otherwise provided in the last sentence of this subpart ii, to the extent that it may wish, the corporation jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel satisfactory to the Indemnitee. After notice from the corporation to the Indemnitee of its election so to assume the defense thereof, the corporation will not be liable to the Indemnitee under this Section 7.02 for any legal or other expenses subsequently incurred by the Indemnitee in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided in the last sentence of this subpart ii. The Indemnitee shall have the right to employ his or her own counsel in such action, suit or proceeding but the fees and expenses of such counsel incurred after notice from the corporation of its assumption of the defense thereof shall be at the expense of the Indemnitee unless (A) the employment of counsel by the Indemnitee has been authorized by the corporation in connection with the defense of such action, (B) the Indemnitee shall have reasonably concluded that there may be a conflict of interest between the corporation and the Indemnitee in the conduct of the defense of such action, or (C) the corporation shall not in fact have employed counsel to assume the defense of such action, in each of which cases the fees and expenses of counsel for the Indemnitee shall be borne by the corporation (it being understood, however, that the corporation shall not be liable for the expenses of more than one counsel for the Indemnitee in connection with any action or separate but similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances). The corporation shall not be entitled to assume the defense of any action,

suit, or proceeding brought by or on behalf of the corporation or as to which the Indemnitee shall have made the conclusion provided for in clause (B) of the preceding sentence of this subpart ii.

(iii) Anything in this Section 7.02 to the contrary notwithstanding, the corporation shall not be liable to indemnify the Indemnitee under this Section 7.02 for any amounts paid in settlement of any action or claim effected without its written consent. The corporation shall not settle any action or claim in any manner which would impose any penalty or limitation on the Indemnitee without the Indemnitee's written consent. Neither the corporation nor any such person will unreasonably withhold their consent to any proposed settlement.

(d) In the event of any threatened or pending action, suit, or proceeding which may give rise to a right of indemnification from the corporation to the Indemnitee pursuant to this Section 7.02, the corporation shall pay, on demand, in advance of the final disposition thereof, expenses incurred by the Indemnitee in defending such action, suit or proceeding, other than those expenses for which the Indemnitee is not entitled to indemnification pursuant to clause (ii) of the proviso to part (a) of this Section 7.02 or part (b) of this Section 7.02. The corporation shall make such payments upon receipt of (i) a written request made by the Indemnitee for payment of such expenses, (ii) an undertaking by or on behalf of the Indemnitee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation hereunder, and (iii) evidence satisfactory to the corporation as to the amount of such expenses. The Indemnitee's written certification together with a copy of the statement

paid or to be paid by the Indemnitee shall constitute satisfactory evidence as to the amount of such expenses.

(e) The rights to indemnification and advancement of expenses granted to the Indemnitee under this Section 7.02 shall not be deemed exclusive, or in limitation of any other rights to which the Indemnitee may now or hereafter be entitled under the corporation's certificate of formation or otherwise under the corporation's bylaws, as now in effect or as hereafter amended, any agreement, any vote of directors, any applicable law, or otherwise.

7.03 Limitation.

No amendment, modification, or rescission of this Article VII shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment, or rescission is adopted.

ARTICLE VIII, REGISTERED AGENT

8.01 Registered Agent

The registered office and registered agent of the corporation shall be as set forth in the corporation's certificate of formation. The registered office or the registered agent may be changed by resolution of the board of directors, upon making the appropriate filing with the Secretary of State.

ARTICLE IX, COMMITTEES

9.01 Executive Committee

The board of directors may, by a majority vote of its directors, designate an executive committee consisting of two (2) directors and may delegate to such committee the powers and authority of the board of directors in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its directors, the board of directors may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the executive committee from the directors on the board of directors. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board of directors from time to time as the board of directors may require.

9.02 Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also directors and shall act in an advisory capacity to the board of directors.

9.03 Meetings and Action of Committees

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of the corporation's bylaws concerning meetings of the board of directors.

ARTICLE X, TRANSPARENCY AND ETHICS

10.01 Discrimination Policy

The corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, sexual orientation, physical handicap or disability, or any other basis prohibited by law.

10.02 Director Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of the corporation as may be required under the certificate of formation, other provisions of the corporation's bylaws, and provisions of law.

10.03 Public Disclosure Policy

A statement of activity shall be made available to the public at the conclusion of each fiscal year. In addition, all documents relating to exemption status should be made available to the public. The corporation's bylaws and any other important governing documents should also be made available. Any more information should be made available upon request, at the discretion of the board of directors.

10.04 Conflict of Interest Policy

The organization shall comply with all laws regarding conflicts of interest. The organization shall also possess a conflict of interest policy at its principal office, which shall be signed by each director. This conflict of interest policy shall be reviewed yearly by the President and Secretary, and each year the President and Secretary shall also evaluate possible conflicts of interest and report all findings to the board of directors at the Annual Meetings.

ARTICLE XI, MEETINGS

11.01 Reviewal of Bylaws

Each year prior to the Annual Meetings the Secretary and the President shall meet and discuss the conflict of interest policy and the corporation's bylaws. They shall report any

changes they feel would be beneficial at the Annual Meetings. Changes may be adopted by a four-fifths majority vote of the board of directors.

11.02 Special Meetings

Special meetings of the board of directors may be called by the chairman of the board of directors or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board of directors. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting. These meetings shall require notice.

11.03 Monthly Meetings

The board of directors shall meet monthly, in every month excluding December, and may vote on proposals when a full quorum is present, minutes will be taken at each meeting and the affairs of the corporation will be discussed. Within these articles, these meetings shall be referred to as the (“Monthly Meetings”).

11.04 Meeting Locations

All meetings shall be held either at the principal office of the corporation or at such other place, either within or without the State of Texas, as shall be specified in the notice of

meeting or executed waiver of notice. All meetings may also take place online through any communication platform such as telephone, video, or audio conference software or any other communications software or platform as shall be specified in the notice of meeting or executed waiver of notice.

11.05 Meeting Minutes

Minutes shall be taken at every meeting of the board of directors. Minutes of the meetings of the board of directors shall be taken by the Secretary. If the Secretary is unable to attend a meeting of the board of directors, they must appoint another individual to take the minutes at the meeting. If the Secretary does not appoint an individual by at least 12 hours prior to the commencement of the meeting, the President may appoint an individual to take minutes for the meeting. Minutes of meetings of committees shall be taken by a designated individual of the committee, if the individual designated to take minutes of a meeting of a committee is unable to attend a meeting of the committee in which they take minutes for, they shall appoint another individual to take the minutes of the committee in which they take minutes for.

11.06 Annual Meetings

Within these articles these meetings shall be referred to as the (“Annual Meetings”), during this meeting the business affairs of the organization will be discussed, annual

goals will be set, minutes will be taken, and should a full quorum be present proposals may be voted on. In addition, during the Annual Meetings, the Chief Financial Officer shall present the yearly budget, the Secretary and President may present any suggested changes to the bylaws, and the board of directors will review the past year.

11.07 Waiver of Notice

Whenever any notice is required to be given to any director of the corporation under the provisions of the Texas Business Organizations Code, the certificate of formation, or the corporation's bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

11.08 Notice of Meetings

Notice of meetings shall not be required for the Monthly Meetings or the Annual Meetings. Although the Chairman must specify the place and time of both the Annual Meetings and Monthly Meetings no later than 48 hours prior. For meetings that require notice, a waiver of notice shall be an acceptable form of notice. A notice of meeting shall also be an acceptable form of notice for meetings that require notice, so long as the notice of meeting is provided at least 96 hours preceding the commencement of the meeting.

11.09 Quorum

A quorum shall consist of at least four (4) voting parties, three (3) of which must be sitting directors on the board of directors. A quorum may contain one (1) or two (2) Delegates as defined in Section 13.07 of these articles.

11.10 Voting

When any individual or any director wishes to present any movement, proposal, or any other vote of the board of directors each director shall receive one (1) vote.

11.11 Vacancies

During temporary vacancies, power may be delegated as described in Section 13.07, in contrast during extended vacancies the board of directors shall elect new directors pursuant to Section 13.06.

11.12 Ties

In the case of a tie, the proposed action shall not pass.

11.13 Participation by Telephone or Other Communication Platform

Subject to the provisions required or permitted by the Texas Business Organizations Code and the corporation's bylaws for notice of meetings, members of the board of directors, or members of any committee may participate in and hold a meeting of such board of directors, or committee by means of (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet. Participation in a meeting pursuant to this Section 11.13 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

11.14 Proposals

Adopted Proposals shall govern any matter not specified in the corporation's bylaws. Proposals may be proposed by any director or any individual. Proposals may be voted on in any meeting that consists of a full quorum of directors. Only directors shall have the ability to vote on proposals. Proposals shall only need a simple majority to become adopted. Proposals that are approved by a simple majority of a full quorum shall be referred to as ("Adopted Proposals"). For a director to successfully propose a proposal they must, have the proposal in writing and sent to all five (5) sitting directors, if the proposal is signed by at least a simple majority of the five (5) sitting directors the

proposal shall pass and become an Adopted Proposal. Proposals may be signed during a meeting or by informal action without a meeting. All Adopted Proposals shall be kept in print at the principal address of the organization.

ARTICLE XII, MAINTENANCE OF CORPORATE RECORDS

12.01 Maintenance of Corporate Records

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors and committees of the board of directors indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

- (c) A copy of the corporation's certificate of formation and bylaws as amended to date, which shall be open to inspection by the directors of the corporation at all reasonable times during office hours.

ARTICLE XIII, BOARD OF DIRECTORS

13.01 Informal Action

Proposals may be adopted without a meeting so long as at least three (3) sitting directors have signed the proposal either electronically or via a manual signature.

13.02 Number of Directors

The board of directors shall consist of five (5) directors. Their titles shall be President, Secretary, Chief Executive Officer, Chief Operating Officer, and Chief Communications Officer.

13.03 Resignation of Directors

Any director or any other individual may resign their position of office at any time, such resignation is to be made in writing and to take effect immediately without acceptance by the corporation.

13.04 Initial Board of Directors

At the time of approval of these articles, the board of directors consists of Carson Sheffield, Marc D'Jamoos, Piyush Chintalwar, Samir Alam, and Mitul Gouni.

13.05 Vetoes

A veto shall occur when either the President or Chief Executive Officer declares any proposal, motion, or any other vote of the board of directors to be in bad judgment. If a veto is declared both the Chief Executive Officer and President must be in accord. A veto may be declared in any meeting or during any informal action. It may also be used after approval of any proposal, motion, or any other vote of the board of directors to overturn the action.

13.06 Election of New Directors

Any vacancy on the board of directors may be filled by a candidate so long as they have the written approval of a majority of the board of directors.

13.07 Delegates

If a director of the board of directors is unable to attend and vote, they may delegate their vote to another person. The individual receiving the power will be referred to as the (“Delegate”). The Delegate must be approved by at least one (1) additional director, at least two (2) days prior to the meeting. In addition, a Delegate may be appointed by a director to take over the powers that they may hold so long as the period of leave does not exceed three (3) months and the Delegate is approved by one (1) additional director.

13.08 Terms of Directors

The directors may be elected at any meeting where a candidate has been nominated to fill a vacate roll. These elected directors shall serve until death, resignation or removal.

13.09 Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

13.10 Powers and Duties of Directors

Any director shall have the power to remove any employee, volunteer, or any individual in association with the organization for any reason. The directors shall also have powers other than those defined by the corporation's bylaws.

ARTICLE XIV, FINANCES, INSURANCE, AND SEALS

14.01 Director's Insurance

Except as may be otherwise provided under provisions of law, the Chief Financial Officer or Secretary or President may authorize the purchase and maintenance of insurance on

behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the certificate of formation, the corporation's bylaws, or provisions of law.

14.02 Compensation

Directors, shall not receive any stated salary for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting of the board of directors. A director shall not be precluded from serving the corporation in any other capacity and receiving compensation for such services.

14.03 Insurance

In addition to insurance for directors, officers, employees, or other agents of the corporation the President, Chief Financial Officer, and Secretary may also purchase any additional insurance or enter into any insurance agreement that they feel would be beneficial to the organization, and those it serves.

14.04 Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of the corporation.

14.05 Checks and Notes

The President, Chief Financial Officer, and Secretary are authorized to select the banks or depositories it deems proper for the funds of the corporation. The President, Chief Financial Officer, and Secretary shall be authorized from time to time on the corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidence of indebtedness.

14.06 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the President, Secretary, or Chief Financial Officer may select.

14.07 Investments

The funds of the corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal, or otherwise, or stocks,

bonds, or other securities, as the President and Secretary may together deem desirable. However, no more than twenty (20) percent of all annual revenues shall come from investments.

14.08 Approval of Financial Transactions

All monetary transactions must be approved by the President or the Secretary or the Chief Financial Officer. If the President or the Secretary or the Chief Financial Officer wishes to make a monetary transaction they are not required to seek approval. In order for a monetary transaction to be approved the individual seeking approval must request approval. This will be referred to as a (“Transaction Request”). The Transaction Request must contain the amount of the transaction and the time at which the transaction will take place. The Transaction Request must also contain reasoning on how the transaction is beneficial. A Transaction Request may be declined for any reason. All Transaction Requests must be reported to the board of directors by the Chief Financial Officer at the Annual Meetings.

14.09 Fiscal Year

The fiscal year of the corporation shall commence on the first day of each July and shall conclude on the thirtieth day of each June.

14.10 Seal

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or Secretary or Chief Financial Officer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or Secretary or Chief Financial Officer. Notwithstanding the preceding provision of this Section 14.10, any written instrument may be executed by any sitting director so long as they have been specifically designated by the President or Secretary, or Chief Financial Officer.

14.11 Contracts

The President, Chief Financial Officer, and Secretary may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. No officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

ARTICLE XV, STRUCTURE

15.01 Titles

The organization shall consist of a President who shall also serve as Chairman, a Secretary, a Chief Executive Officer, a Chief Communications Officer, a Chief Operating Officer, and as many officers and volunteers as the board of directors may see appropriate.

15.02 Duties of the President

The President shall make all filings, manage the finances, and shall handle all legal affairs. The President shall have all powers designated for the President within the corporation's bylaws and may have other powers not defined within the corporation's bylaws.

15.03 Duties of the Chairman

The President of the organization shall also be the Chairman. The Chairman of the board of directors shall call all special meetings. The Chairman of the board of directors shall decide on the meeting location and will lead the meeting and create the agenda for the meeting. The Chairman shall have all powers designated for the Chairman within the

corporation's bylaws and may have other powers not defined within the corporation's bylaws.

15.04 Duties of the Chief Operating Officer

The Chief Operating Officer shall have all powers designated for the Chief Operating Officer within the corporation's bylaws and may have other powers not defined within the corporation's bylaws.

15.05 Duties of the Chief Communications Officer

The Chief Communications Officer shall have all powers designated for the Chief Communications Officer within the corporation's bylaws and may have other powers not defined within the corporation's bylaws.

15.06 Duties of the Chief Executive Officer

The Chief Executive Officer shall have all powers designated for the Chief Executive Officer within the corporation's bylaws and may have other powers not defined within the corporation's bylaws.

15.07 Duties of the Secretary

The Secretary shall assist the President in making all filings and managing the finances. The Secretary shall also make sure the organization is in compliance with all laws, the corporation's bylaws, and all Adopted Proposals. The Secretary shall have all powers designated for the Secretary within the corporation's bylaws and may have other powers not defined within the corporation's bylaws.

15.08 Duties of Chief Financial Officer

Any director of the board of directors may serve as the Chief Financial Officer. The initial Chief Financial Officer shall be Carson Sheffield. The Chief Financial Officer shall have all powers designated for their position within the corporation's bylaws and may have other powers not defined within the corporation's bylaws.

ARTICLE XVI, DOCUMENT RETENTION POLICY

16.01 Purpose of Policy

The purposes of this document retention policy are for Toys for Texans to enhance compliance with the Sarbanes-Oxley Act and to promote the proper treatment of corporate records of the organization.

16.02 General Guidelines

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, the organization may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation-relevant documents and any other pertinent factors.

16.03 Exception for Litigation Relevant Documents

The organization expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the organization informs you, that

organization records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

16.04 Organizational Documents

Organizational records include the organization's certificate of formation, bylaws, and Internal Revenue Service Form 1023, Application for Exemption. organizational records should be retained permanently. Internal Revenue Service regulations require that Form 1023 be available for public inspection upon request.

16.05 Tax Records

Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the organization's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

16.06 Employment Records/Personnel Records

State and federal statutes require the organization to keep certain recruitment, employment, and personnel information. The organization should also keep personnel

files that reflect performance reviews and any complaints brought against the organization or individual employees under applicable state and federal statutes. The organization should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

16.07 Board of Directors and Board of Directors Committee Materials

Meeting minutes should be retained in perpetuity in the organization's minute book. A clean copy of all other board of directors and board of directors' committee materials should be kept for no less than three years by the organization.

16.08 Press Releases/Public Filings

The organization should retain permanent copies of all press releases and publicly filed documents under the theory that the organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the organization.

16.09 Legal Files

Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

16.10 Marketing and Sales Documents

The organization should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

16.11 Contracts

Final, execution copies of all contracts entered into by the organization should be retained. The organization should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

16.12 Correspondence

Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

16.13 Banking and Accounting

Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips, and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

16.14 Insurance

Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

16.15 Audit Records

External audit reports should be kept permanently. Internal audit reports should be kept for three years.

16.16 Electronic Mail

E-mail that needs to be saved should be either: (i) printed in hard copy and kept in the appropriate file; or (ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XVII, AMENDMENTS

17.01 Amendments

These articles may be amended, altered, or repealed by the board of directors by at least eighty (80) percent of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all directors at least ten (10) days before the meeting.

ARTICLE XVIII, INVAILD PROVISIONS

18.01 Invalid Provisions

If any, one or more of the provisions of these articles, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these articles and all other applications of any such provision shall not be affected thereby.

ARTICLE XIX, PRONOUNS AND HEADINGS

19.01 Pronouns and Headings

All personal pronouns used in these articles shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these articles.

Certificate of Adoption of Bylaws

We, the undersigned, do hereby certify that the above-stated Bylaws of Toys for Texans were approved by the board of directors on Tuesday, July 26, 2022, and constitute a complete copy of Bylaws of the Toys for Texans.

Carson Sheffield

Director, President, Chairman, Chief Financial Officer

940 Sydney Lane

Allen, TX, 75013

I, Carson Sheffield, hereby certify that I have read and understand the above-stated bylaws of Toys for Texans in their entirety and that these articles make up a complete copy of the corporation's bylaws. I also certify that I will do everything in my power to uphold the Purpose as stated in Article III, Section 3.01, as well as the rest of these articles, and assume the duties and responsibilities presented upon me by the above-stated bylaws of Toys for Texans. I also understand that I may be removed from my positions by a four-fifths majority vote of the board of directors for any reason, at any meeting, which consists of a full quorum.

Signature: Carson Sheffield

Date: 1 / 1 / 23

Marc D'Jamoos

Director, Secretary

107 Jasmine Court

Allen, TX, 75002

I, Marc D'Jamoos, hereby certify that I have read and understand the above-stated bylaws of Toys for Texans in their entirety and that these articles make up a complete copy of the corporation's bylaws. I also certify that I will do everything in my power to uphold the Purpose as stated in Article III, Section 3.01, as well as the rest of these articles, and assume the duties and responsibilities presented upon me by the above-stated bylaws of Toys for Texans. I also understand that I may be removed from my positions by a four-fifths majority vote of the board of directors for any reason, at any meeting, which consists of a full quorum.

Signature: 

Date: 1/1/23

Samir Alam

Director, Chief Communications Officer

1621 Primerose Place

Allen, TX, 75002

I, Samir Alam, hereby certify that I have read and understand the above-stated bylaws of Toys for Texans in their entirety and that these articles make up a complete copy of the corporation's bylaws. I also certify that I will do everything in my power to uphold the Purpose as stated in Article III, Section 3.01, as well as the rest of these articles, and assume the duties and responsibilities presented upon me by the above-stated bylaws of Toys for Texans. I also understand that I may be removed from my positions by a four-fifths majority vote of the board of directors for any reason, at any meeting, which consists of a full quorum.

A handwritten signature in black ink that reads "Samir Alam". The signature is written in a cursive style with a large, looping initial "S".

Signature: _____

Date: 12-31-2022

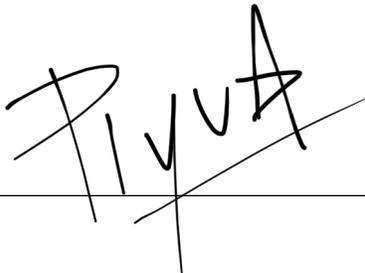
Piyush Chintalwar

Director, Chief Executive Officer

507 Patagonian Place

Allen, TX 75013

I, Piyush Chintalwar, hereby certify that I have read and understand the above-stated bylaws of Toys for Texans in their entirety and that these articles make up a complete copy of the corporation's bylaws. I also certify that I will do everything in my power to uphold the Purpose as stated in Article III, Section 3.01, as well as the rest of these articles, and assume the duties and responsibilities presented upon me by the above-stated bylaws of Toys for Texans. I also understand that I may be removed from my positions by a four-fifths majority vote of the board of directors for any reason, at any meeting, which consists of a full quorum.

Signature:  _____

Date: 12/30/2022

Mitul Gouni

Director, Chief Operating Officer

1033 Blanco Drive

Allen, TX, 75013

I, Mitul Gouni, hereby certify that I have read and understand the above-stated bylaws of Toys for Texans in their entirety and that these articles make up a complete copy of the corporation's bylaws. I also certify that I will do everything in my power to uphold the Purpose as stated in Article III, Section 3.01, as well as the rest of these articles, and assume the duties and responsibilities presented upon me by the above-stated bylaws of Toys for Texans. I also understand that I may be removed from my positions by a four-fifths majority vote of the board of directors for any reason, at any meeting, which consists of a full quorum.

Signature:  _____

Date: **1/1/2023** _____