

**Form 202**

Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709

Filing Fee: \$25



**Certificate of Formation  
Nonprofit Corporation**

**Filed in the Office of the  
Secretary of State of Texas  
Filing #: 805409446 02/06/2024  
Document #: 1330015740002  
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**Article 1 - Corporate Name**

The filing entity formed is a nonprofit corporation. The name of the entity is :

**Chess Journalists of America**

**Article 2 – Registered Agent and Registered Office**

A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

**OR**

B. The initial registered agent is an individual resident of the state whose name is set forth below:

**Name:**

**Caleb Brown**

C. The business address of the registered agent and the registered office address is:

**Street Address:**

**275 Lost Hunters Canyon China Spring TX 76633**

**Consent of Registered Agent**

A. A copy of the consent of registered agent is attached.

**OR**

B. The consent of the registered agent is maintained by the entity.

**Article 3 - Management**

A. Management of the affairs of the corporation is to be vested solely in the members of the corporation.

**OR**

B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

Director 1: **Joshua Anderson**

Title: **Director**

Address: **206 Locust Ln Exton PA, USA 19341**

Director 2: **Caleb Brown**

Title: **Director**

Address: **275 Lost Hunters Canyon China Spring TX, USA 76633**

Director 3: **Mark Capron**

Title: **Director**

Address: **3123 Juniper Drive Iowa City IA, USA 52245**

Director 4: **Jon Edwards**

Title: **Director**

Address: **178 Pennington Harbourton Road Pennington NJ, USA 08534**

**Article 4 - Organization Structure**

A. The corporation will have members.

or

B. The corporation will not have members.

**Article 5 - Purpose**

The corporation is organized for the following purpose or purposes:

**To promote the study and knowledge of chess as a journalistic and scholarly endeavor among the people of the United States.**

**Supplemental Provisions / Information**

**Notwithstanding anything in this certificate to the contrary, the corporation is formed exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as "the Code") and shall not engage in any activities which may not be carried on by corporations exempt from tax under section 501(c)(3) of the Code or by corporations contributions to which are deductible under section 170(c)(2) of the Code.**

**No part of the net earnings of the corporation shall inure to any officer, director or member of the corporation, or other private persons, except as reasonable compensation for services rendered and as distributions in furtherance of the purposes for which the corporation is formed.**

**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.**

**In the event of the dissolution of the corporation, the assets of the corporation shall be distributed to the United States of America Chess Federation, or if at such time the Federation shall fail to qualify as exempt from tax under section 501(c)(3) of the Code, to one or more organizations exempt from tax under section 501(c)(3) of the Code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction by distributing said assets, as the court shall determine, to one or more organizations exempt from tax under section 501(c)(3) of the Code.**

**References to the Code in this certificate refer to the Code as amended, corresponding provisions of future tax codes, and the regulations thereunder.**

**A governing person of the corporation shall not be liable to the corporation or its members for monetary damages for an act or omission by the person in the person's capacity as a governing person other than as provided by Section 7.001(c) of the Texas Business Organizations Code.**

**The power of the Board of Directors to amend the bylaws of the corporation is expressly denied and instead shall vest solely in the membership as may be provided in the bylaws; provided that, until the first meeting of the membership is held, the Board of Directors may adopt bylaws and amend the same.**

**Amendments to this certificate may be submitted to a vote of the membership by the Board of Directors, and when so submitted, shall be adopted if approved by a three-fourths vote at an annual meeting or a special meeting called for the purpose.**

[The attached addendum, if any, is incorporated herein by reference.]

**Effectiveness of Filing**

A. This document becomes effective when the document is filed by the secretary of state.

**OR**

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

**Initial Mailing Address**

Address to be used by the Comptroller of Public Accounts for purposes of sending tax information.

The initial mailing address of the filing entity is:

**275 Lost Hunters Canyon  
China Spring, TX 76633  
USA**

**Organizer**

The name and address of the organizer are set forth below.

**Caleb Sebastian Brown                      275 Lost Hunters Canyon**

**Execution**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

**Caleb S. Brown**

Signature of organizer.

**FILING OFFICE COPY**