

**AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
THE AMERICAN LITERARY TRANSLATORS ASSOCIATION**

ONE: The name of the Corporation is THE AMERICAN LITERARY TRANSLATORS ASSOCIATION (the “*Corporation*”), a nonprofit corporation subject to the Texas Business Organizations Code (the “*TBOC*”). The Corporation filed its original Articles of Incorporation with the Secretary of State of the State of Texas on September 26, 1980, under the Texas Nonprofit Corporation Act, and issued filing number 53379201.

TWO: The Corporation hereby adopts the following Amended and Restated Certificate of Formation which accurately copies the Articles of Incorporation and all amendments thereto that are in effect to date, as further amended by this Amended and Restated Certificate of Formation as hereinafter set forth, and which contain no other change in any provision thereof except for the information permitted to be omitted by the provisions of the TBOC applicable to the Corporation.

THREE: Each such amendment made by the Amended and Restated Certificate of Formation has been effected in conformity with the provisions of the TBOC. The amendments made by the Amended and Restated Certificate of Formation have been approved in the manner required by the TBOC and by the governing documents of the Corporation.

FOUR: The Articles of Incorporation and all amendments thereto are hereby superseded by the following Amended and Restated Certificate of Formation which accurately copies the entire text thereof, including any previous amendments, and as amended as set forth herein.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2021.

ELLEN ELIAS-BURSAC, President

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ARTICLE ONE

The name of the Corporation is THE AMERICAN LITERARY TRANSLATORS ASSOCIATION (the “*Corporation*”).

ARTICLE TWO

The Corporation is a nonprofit corporation.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The Corporation is formed exclusively for educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “*Code*”) and will be operated solely to (i) enhance literary art and promote literary excellence by providing support, community, resources, education, and advocacy for literary translators, authors, teachers, publishers, editors, and other arts professionals working in the field of literary translation; (ii) support and enhance organizations that are exempt from taxation as described in Section 501(c)(3) of the Code, organizations described in Section 170(b)(1)(A)(i)-(vi) of the Code, and organizations described in Section 511(a)(2)(B) of the Code; and (iii) do all things necessary for and incidental to the accomplishment of the purposes and goals of the Corporation.

Notwithstanding the provisions of this Article Four, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate

its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or (2) as a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a), and 2522(a) of the Code.

ARTICLE FIVE

The street address of the registered office of the Corporation is 3433 Westheimer Road, Apartment 1404, Houston, Texas 77027, and the name of its registered agent at such address is SAMANTHA SCHNEE, who voluntarily accepts such appointment and is familiar with the obligations of the position of registered agent.

ARTICLE SIX

The number of directors and the method of their election shall be determined by the Bylaws of the Corporation and shall be subject to change from time to time as the Bylaws may be amended.

The number of directors currently constituting the Board of Directors of the Corporation is twelve (12), and the names and addresses of the persons who are currently serving as the directors are:

<u>Name</u>	<u>Address</u>
ELLEN ELIAS-BURSAC	Esquire Building #205, 1230 N. Park Avenue, Tucson, AZ 85721
ANNE FISHER	Esquire Building #205, 1230 N. Park Avenue, Tucson, AZ 85721
PATRICK BLAINE	Esquire Building #205, 1230 N. Park Avenue, Tucson, AZ 85721
SAMANTHA SCHNEE	Esquire Building #205, 1230 N. Park Avenue, Tucson, AZ 85721
ARON AJI	Esquire Building #205, 1230 N. Park Avenue, Tucson, AZ 85721
SEAN GASPER BYE	Esquire Building #205, 1230 N. Park Avenue, Tucson, AZ 85721
NANCY NAOMI CARLSON	Esquire Building #205, 1230 N. Park Avenue, Tucson, AZ 85721
BONNIE CHAU	Esquire Building #205, 1230 N. Park Avenue, Tucson, AZ 85721

CHENXIN JIANG Esquire Building #205, 1230 N. Park Avenue, Tucson, AZ 85721
AVIYA KUSHNER Esquire Building #205, 1230 N. Park Avenue, Tucson, AZ 85721
AARON ROBERTSON Esquire Building #205, 1230 N. Park Avenue, Tucson, AZ 85721
CORINE TACHTIRIS Esquire Building #205, 1230 N. Park Avenue, Tucson, AZ 85721

The members of the Board of Directors shall serve without compensation, and no member of the Board of Directors shall receive any pecuniary benefit from the Corporation in his or her capacity as a member of the Board of Directors except reimbursement for actual expenses incurred in connection with the business of the Corporation.

A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE SEVEN

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation regardless of the provisions in the TBOC governing indemnification. As provided in the Bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members, or others related to the Corporation.

ARTICLE EIGHT

The Corporation shall have members with rights defined in the Bylaws.

ARTICLE NINE

The power to alter, amend, repeal, replace, or restate the Bylaws shall be vested in the Board of Directors. The power to alter, amend, repeal, replace, or restate the Certificate of Formation shall be vested in the members.

ARTICLE TEN

In the event of the winding up and termination of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the Corporation shall go and be distributed to a nonprofit fund, foundation, or corporation which is organized or operated exclusively for charitable, religious, and/or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Code as the directors of this Corporation may select and designate; and in no event shall any of the said assets or property, in the event of winding up and termination, go or be distributed to any persons, either for the reimbursement of any sum subscribed, donated, or contributed by such persons, or for any other such purpose.

ARTICLE ELEVEN

Any action required or permitted to be taken at any meeting of the members may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number members as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the members without a meeting by less than unanimous written consent shall be given to those members who did not consent in writing to the action.

ARTICLE TWELVE

1. The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends. The balance, if any, of all money and other assets received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the Corporation as particularly set forth in Article Four hereof.

2. Notwithstanding anything to the contrary contained in any provision of this Certificate of Formation or the Bylaws of the Corporation, if this Corporation is ever determined to be a private foundation, as defined in Section 509 of the Code, it shall not act, operate, or engage in any transaction which would subject the Corporation or any other persons to a tax imposed by Sections 4941 to 4945 of the Code.

3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 Article Four hereof.

4. No substantial part of the activities (except as permitted pursuant to the Code) of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

5. The Corporation shall not operate for the primary purpose of carrying on a trade or business for profit.

6. The territory in which the Corporation's operations are principally to be conducted is the United States of America.