

NO. _____

IN THE UNITED STATES SUPREME COURT

LORD, LEWIS & COLEMAN, L.L.C.

Petitioner

vs.

BELLACO, INC. AND JOHN D. RENFRO,

Respondents

On Petition for Writ of Certiorari to the
Supreme Court of Texas
Case No. 19-0407

**APPENDIX TO
PETITION FOR WRIT OF CERTIORARI**

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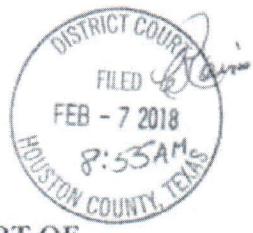
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APPENDIX A



CAUSE NO. 14-0227

LORD, LEWIS & COLEMAN, LLC § IN THE DISTRICT COURT OF
Plaintiff §
§
v. § HOUSTON COUNTY, TEXAS
§
BELLACO, LLC, BOX CREEK §
TIMBER, LLC, and JOHN D. RENFRO §
Defendants § 3RD JUDICIAL DISTRICT

FINAL SUMMARY JUDGMENT

Defendants' Traditional Motion for Summary Judgment is hereby GRANTED.

It is therefore ordered that Plaintiff Lord, Lewis & Coleman, LLC take nothing on its claims asserted in this cause against Defendants Bellaco, LLC and John D. Renfro.

It is further ordered that Defendants Bellaco, LLC and John D. Renfro recover their taxable court costs from Plaintiff Lord, Lewis & Coleman, LLC. *NC*

All relief not expressly granted herein is hereby DENIED.

This Final Summary Judgment fully disposes of all claims asserted by all parties, and is a final, appealable judgment.

SIGNED this 7th day of February, 2018.

[Signature]
JUDGE PRESIDING

APPENDIX B

NO. 12-18-00126-CV

IN THE COURT OF APPEALS

TWELFTH COURT OF APPEALS DISTRICT

TYLER, TEXAS

LORD, LEWIS & COLEMAN, LLC, § *APPEAL FROM THE 3RD
APPELLANTS*

V.

§ *JUDICIAL DISTRICT COURT*

*BELLACO, LLC, BOX CREEK
TIMBER, LLC, AND JOHN D.
RENFRO,
APPELLEES*

§ *HOUSTON COUNTY, TEXAS*

MEMORANDUM OPINION

Lord, Lewis & Coleman, LLC (Lord Lewis) appeals the trial court's summary judgment in favor of Bellaco, LLC, Box Creek Timber, LLC, and John Renfro. Lord Lewis argues that the trial court improperly applied Section 11.359 of the Texas Business Organizations Code (TBOC) by finding that Lord Lewis's claims against Appellees had been extinguished. We affirm.

BACKGROUND

For several years prior to this litigation, Ray Lewis, a principal of Lord Lewis, worked for Renfro, the sole member of both Bellaco and Box Creek, as an agent locating timber tracts available for purchase and logging. Initially, Renfro paid Lewis a salary for his work, but over the course of their business relationship, the parties agreed that Lewis would forego a salary and the parties would split the net profits from each transaction equally. Lewis and Renfro entered into several timber transactions together over the years in accordance with this agreement; however, the agreement was never memorialized in writing.

In March 2010, Lord Lewis located 7,303 acres in Houston County, Texas called the "Malibu tract." Lord Lewis secured a letter of intent for the purchase of the property, presented the deal to Renfro, and offered to partner with him on the purchase and development of the land

on the same terms that Lewis and Renfro previously negotiated in their personal capacities. Specifically, Lord Lewis and Renfro agreed that (1) Renfro would provide financing for the Malibu tract and Lord Lewis would not secure financing from other sources or promote the tract to anyone else; (2) Lord Lewis would provide such services necessary for the determination of the acquisition price, timber evaluation and sales, and the ultimate development of the tract; and (3) profits would be split equally between Lord Lewis and Renfro. The terms of this agreement were not memorialized in writing.

Bellaco subsequently purchased the property. Lord Lewis performed services on the Malibu tract, including taking measurements to estimate the amount of standing timber. In December 2010, Bellaco sold portions of the Malibu tract to Renfro, Box Creek, and other third party entities.¹

On December 1, 2014, Lord Lewis sued Appellees for a declaratory judgment and accounting, as well as claims for breach of fiduciary duty and breach of contract. In its petition, Lord Lewis claimed that Renfro did not inform Lord Lewis that he was selling portions of the Malibu tract and did not give Lord Lewis its share of the net profits from those sales.

Appellees moved for traditional summary judgment on grounds that Lord Lewis's claims were extinguished pursuant to Section 11.359 of the TBOC, because Lord Lewis's charter was forfeited for unpaid franchise taxes in January 2011, more than three years before Lord Lewis brought suit.² The trial court granted the motion, and this appeal followed.

SUMMARY JUDGMENT

In its first of three issues, Lord Lewis argues that the trial court misapplied Section 11.359 of the TBOC in finding that its claims against Appellees were extinguished. Lord Lewis argues that it is not a “terminated entity” as that term is defined by the TBOC, and its claims against Appellees are not “existing claims” as that term was statutorily defined during the relevant time period.

¹ Lord Lewis originally sued Box Creek, LLC, however, it dismissed its claims against Box Creek with prejudice on April 25, 2017, therefore, Box Creek is not a party to this appeal.

² Prior to moving for summary judgment pursuant to Section 11.359, Appellees moved for traditional and no evidence summary judgment on grounds that Lord Lewis's claims were barred by the statute of frauds, but the trial court overruled their motion.

Standard of Review and Applicable Law

We review a trial court’s summary judgment de novo. *Travelers Ins. Co. v. Joachim*, 315 S.W.3d 860, 862 (Tex. 2010). A traditional motion for summary judgment is properly granted only when the movant establishes that there are no genuine issues of material fact and that it is entitled to judgment as a matter of law. TEX. R. CIV. P. 166a(c); *Mann Frankfort Stein & Lipp v. Fielding*, 289 S.W.3d 844, 848 (Tex. 2009). When, as here, the material facts are not in dispute, the propriety of the summary judgment is a question of law. *Westcott Commc’ns, Inc. v. Strayhorn*, 104 S.W.3d 141, 145 (Tex. App.—Austin 2003, pet. denied).

Section 11.359(a) of the TBOC provides that “an existing claim by or against a terminated filing entity is extinguished unless an action or proceeding is brought on the claim not later than the third anniversary of the date of the termination of the entity.” TEX. BUS. ORGS. CODE ANN. § 11.359(a) (West 2012). A terminated entity is defined as a domestic entity the existence of which has been terminated in a manner authorized or required by the TBOC, unless the entity has been reinstated in the manner provided by the TBOC; or forfeited pursuant to the Tax Code, unless the forfeiture has been set aside. *Id.* § 11.001(4) (West Supp. 2018). A terminated filing entity means a terminated entity that is a filing entity. *Id.* § 11.001(5). An existing claim is one that existed before the entity’s termination and is not barred by limitations; or a contractual obligation incurred after termination. *Id.* § 11.001(3).

Analysis

The material facts dispositive to this appeal are undisputed. Lord Lewis’s charter was forfeited by the secretary of state on January 28, 2011, for failure to pay franchise taxes. Its claims against Appellees accrued, at the latest, on December 31, 2010. This lawsuit was filed on December 1, 2014, over three years after Lord Lewis’s charter was forfeited. However, Lord Lewis argues that the trial court improperly granted summary judgment for Appellees because Lord Lewis’s “existence” was not terminated as contemplated by Section 11.359.

To support this proposition, Lord Lewis cites to several cases holding that forfeiture of a corporation’s charter does not extinguish the corporation as a legal entity so long as there is a statutory right to have the corporate charter reinstated. *See e.g., Lighthouse Church of Cloverleaf v. Tex. Bank*, 889 S.W.2d 595, 601 (Tex. App.—Houston [14th Dist.] 1994, writ denied). We are not persuaded that these cases support Lord Lewis’s argument, because none of them discuss the definition of a “terminated entity” under Section 11.001(4)(B), nor do they analyze charter

forfeiture in the context of Section 11.359. TEX. BUS. ORGS. CODE ANN. §§ 11.001(4)(B); 11.359(a).³ Further, Lord Lewis's argument essentially urges us to disregard the rules of statutory construction, which dictate that legislative intent is best expressed by the plain meaning of the statute's text, unless the plain meaning would lead to absurd results or a different meaning is supplied by legislative definition or is apparent from the context. *See City of Houston v. Bates*, 406 S.W.3d 539, 544 (Tex. 2013).

Here, the plain language of the statutes makes clear that an entity whose charter has been forfeited under the tax code is a terminated entity, unless the forfeiture has been set aside. TEX. BUS. ORGS. CODE ANN. § 11.001(4). Further, an existing claim by or against a terminated filing entity is extinguished unless an action or proceeding is brought on the claim not later than the third anniversary of the date of the entity's termination. *Id.* § 11.359(a). The plain language of these statutes do not lead to absurd results, nor is a different meaning supplied by the context.

Moreover, our sister courts have held that entities whose charters are forfeited pursuant to the tax code are terminated entities subject to the three year survival period set forth in Section 11.359. *Atcco Mortgage, Inc. v. Beasley*, No. 11-14-00066-CV, 2016 WL 1274129, at *1 (Tex. App.—Eastland Mar. 31, 2016, no pet.) (mem. op.); *Cohen Acquisition Corp. v. EEPB, P.C.*, No. 14-14-00330-CV, 2015 WL 2404869, at *2 (Tex. App.—Houston [14th Dist.] May 19, 2015, pet. denied) (mem. op.). Furthermore, extinguished claims are not revived by the setting aside of the

³ Some of the cases cited by Lord Lewis involved forfeitures of charters prior to the 1993 amendment to the Texas Business Corporations Act (TBCA), the predecessor to the TBOC. *See Lighthouse Church of Cloverleaf v. Tex. Bank*, 889 S.W.2d 595, 601 (Tex. App.—Houston [14th Dist.] 1994, writ denied); *McGowan v. Kittel*, 480 S.W.2d 47, 50 (Tex. Civ. App.—Fort Worth 1972, writ ref'd); *see also Regal Const. Co. v. Hansel*, 596 S.W.2d 150, 156 (Tex. Civ. App.—Houston [1st Dist.] 1979, writ ref'd n.r.e.). A corporation whose charter has been forfeited pursuant to the Texas Tax Code was added to the definition of "dissolved corporation" by the 1993 amendment to the TBCA. *See* Act of May 7, 1993, 73d Leg., R.S., ch. 215, § 2.19, 1993 Tex. Gen. Laws 418, 457-58. The more recent cases cited by Lord Lewis rely on the aforementioned cases in their holdings. *See Hinkle v. Adams*, 74 S.W.3d 189, 193 (Tex. App.—Texarkana 2002, no pet.); *In re ABZ Ins. Services, Inc.*, 245 B.R. 255, 258 (Bankr. N.D. Tex. 2000); *see also Parker Cty.'s Squaw Creek Downs, L.P. v. Watson*, No. 02-08-00255-CV, 2009 WL 885941, at *6 (Tex. App.—Fort Worth Apr. 2, 2009, pet. denied) (mem. op.); *Ogram, Inc. v. Bartosh*, No. 01-11-00793-CV, 2012 WL 4740859, at *5 (Tex. App.—Houston [1st Dist.] Oct. 4, 2012, no pet.) (mem. op.); *Doucakis v. Speiser, Krause, Madole, P.C.*, No. 08-00-00296-CV, 2002 WL 1397155, at *5 (Tex. App.—El Paso June 27, 2002, pet. denied) (op.). In *Landrum v. Thundebird Speedway, Inc.*, the court recognized that *Lighthouse Church* and *McGowan* involved pre-1993 amendment forfeitures of charters, and held that under the express provisions of Article 7.12, Section F(1) of the TBCA, the forfeiture of Thunderbird's corporate charter also resulted in Thunderbird's dissolution under the law then in effect. 97 S.W.3d 756, 758 (Tex. App.—Dallas 2003, no pet.). The provisions of the TBOC applicable in this case are substantially similar to the now repealed TBCA. *Compare* TEX. BUS. ORGS. CODE ANN. §§ 11.001, 11.351–11.359, with Act of May 25, 1991, 72d Leg., R.S., ch. 901 § 39, 1991 Tex. Gen. Laws 3188–90 (Tex. Bus. Corp. Act art. 7.12), and Act of May 7, 1993, 73d Leg., R.S., ch. 215, § 2.19, 1993 Tex. Gen. Laws 457–58 (adding Article 7.12(F)(1)(e), which states that a dissolved corporation includes a corporation whose charter was forfeited pursuant to the Tax Code).

charter's forfeiture. *Cohen*, 2015 WL 2404869, at *3. Thus, Lord Lewis's claims were extinguished in December 2013, almost a year before suit was brought in December 2014.

Lord Lewis also argues that its claims do not qualify as "existing claims" under the TBOC, because in 2014, an existing claim was defined as "a claim against the entity that existed before the entity's termination and is not barred by limitations" or "a contractual obligation incurred after termination." *See* Act of May 13, 2003, 78th Leg., R.S., ch. 182, § 1, 2003 Gen. Laws 267, 391. Thus, Lord Lewis argues, claims *by* the entity were not extinguished under the prior law. Not only has this contention been rejected by our sister court in *Atcco Mortgage*, but it is antithetical to the purpose of Section 11.359, a survival statute. 2016 WL 1274129, at *2; *Gomez v. Pasadena Health Care Mgmt., Inc.*, 246 S.W.3d 306, 315 (Tex. App.—Houston [14th Dist.] 2008, no pet.) (noting that Article 7.12 of the Texas Business Corporations Act (TBCA) is a survival statute).⁴ A survival statute gives life for a limited time to a right or claim that would have been destroyed entirely but for the statute, thus creating a right or claim that would not exist apart from the statute. *Gomez*, 246 S.W.3d at 315-16. Therefore, under the previous definition of "existing claim," any claim by Lord Lewis would have been extinguished when its charter was forfeited. We agree with the court in *Atcco*, that the legislature included in Section 11.359 suits against the terminated entity and by the terminated entity. *Atcco*, 2016 WL 1274129, *at 2; *see also* TEX. BUS. ORGS. CODE ANN. § 11.359(a). Consequently, regardless of whether Lord Lewis's claims were "existing claims," they were extinguished prior to Lord Lewis's filing of this lawsuit. *See Atcco*, 2016 WL 1274129, *at 2; *see also* *Gomez*, 246 S.W.3d at 315; TEX. BUS. ORGS. CODE ANN. § 11.359(a).

For the foregoing reasons, we hold that the trial court correctly granted Appellees' motion for summary judgment. We overrule Lord Lewis's first issue and need not address its remaining issues.⁵ *See* TEX. R. APP. P. 47.1.

CONCLUSION

Having overruled Appellant's first issue, we *affirm* the trial court's judgment.

⁴ Article 7.12 of the TBCA is substantially similar to Section 11.359 of the TBOC. *Compare* TEX. BUS. ORGS. CODE ANN. §11.359, with Act of May 25, 1991, 72d Leg., R.S., ch. 901 § 39, 1991 Tex. Gen. Laws 3188-90 (Article 7.12).

⁵ Lord Lewis's second and third issues address whether the statute of frauds precluded its claims and whether the evidence raises a fact issue regarding whether Lord Lewis and Bellaco were general partners.

BRIAN HOYLE
Justice

Opinion delivered March 12, 2019.
Panel consisted of Worthen, C.J., Hoyle, J., and Neeley, J.

(PUBLISH)



COURT OF APPEALS

TWELFTH COURT OF APPEALS DISTRICT OF TEXAS

JUDGMENT

MARCH 12, 2019

NO. 12-18-00126-CV

LORD, LEWIS & COLEMAN, LLC,
Appellants
V.

BELLACO, LLC, BOX CREEK TIMBER, LLC, AND JOHN D. RENFRO,
Appellees

Appeal from the 3rd District Court
of Houston County, Texas (Tr.Ct.No. 14-0227)

THIS CAUSE came to be heard on the oral arguments, appellate record and briefs filed herein, and the same being considered, it is the opinion of this court that there was no error in the judgment.

It is therefore ORDERED, ADJUDGED and DECREED that the judgment of the court below **be in all things affirmed**, and that all costs of this appeal are hereby adjudged against the Appellants, **LORD, LEWIS & COLEMAN, LLC**, for which execution may issue, and that this decision be certified to the court below for observance.

Brian Hoyle, Justice.
Panel consisted of Worthen, C.J., Hoyle, J., and Neeley, J.

APPENDIX C

FILE COPY

RE: Case No. 19-0407
COA #: 12-18-00126-CV
STYLE: LORD, LEWIS & COLEMAN, LLC v. BELLACO, LLC

DATE: 1/17/2020
TC#: 14-0227

Today the Supreme Court of Texas denied the motion for rehearing of the above-referenced petition for review.

MR. ROBERT T. OWEN
MARTIN DISIERE JEFFERSON & WISDOM LLP
808 TRAVIS, 20TH FLOOR
HOUSTON, TX 77002
* DELIVERED VIA E-MAIL *

APPENDIX D

(2) money damages to the owner with respect to the action.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688, Sec. 59, eff. September 1, 2007.

SUBCHAPTER Z. MISCELLANEOUS PROVISIONS

Sec. 10.901. Creditors; Antitrust. This code does not affect, nullify, or repeal the antitrust laws or abridge any right or rights of any creditor under existing laws.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 10.902. Nonexclusivity. This chapter does not limit the power of a domestic entity or non-code organization to acquire all or part of the ownership or membership interests of one or more classes or series of a domestic entity through a voluntary exchange or otherwise.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

CHAPTER 11. WINDING UP AND TERMINATION OF DOMESTIC ENTITY

SUBCHAPTER A. GENERAL PROVISIONS

Sec. 11.001. Definitions. In this chapter:

(1) "Claim" means a right to payment, damages, or property, whether liquidated or unliquidated, accrued or contingent, matured or unmatured.

(2) "Event requiring a winding up" or "event requiring winding up" means an event specified by Section 11.051.

(3) "Existing claim" with respect to an entity means:

(A) a claim against the entity that existed before the entity's termination and is not barred by limitations; or

(B) a contractual obligation incurred after termination.

(4) "Terminated entity" means a domestic entity the existence of which has been:

(A) terminated in a manner authorized or required by this code, unless the entity has been reinstated in the manner provided by this code; or

(B) forfeited pursuant to the Tax Code, unless the forfeiture has been set aside.

(5) "Terminated filing entity" means a terminated entity that is a filing entity.

(6) "Voluntary decision to wind up" means the determination to wind up a domestic entity made by the domestic entity or the owners, members, or governing authority of the domestic entity in the manner specified by:

(A) the title of this code governing the domestic entity; or

(B) if applicable to the domestic entity, Section 11.057(a) or (b) or 11.058(a).

(7) "Voluntary winding up" means winding up as a result of a voluntary decision to wind up.

(8) "Winding up" means the process of winding up the business and affairs of a domestic entity as a result of the occurrence of an event requiring winding up.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688, Sec. 60, eff. September 1, 2007.

SUBCHAPTER B. WINDING UP OF DOMESTIC ENTITY

Sec. 11.051. Event Requiring Winding up of Domestic Entity. Winding up of a domestic entity is required on:

- (1) the expiration of any period of duration specified in the domestic entity's governing documents;
- (2) a voluntary decision to wind up the domestic entity;
- (3) an event specified in the governing documents of the domestic entity requiring the winding up, dissolution, or termination of the domestic entity, other than an event specified in another subdivision of this section;
- (4) an event specified in other sections of this code requiring the winding up or termination of the domestic entity, other than an event specified in another subdivision of this section; or
- (5) a decree by a court requiring the winding up, dissolution, or termination of the domestic entity, rendered under this code or other law.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688, Sec. 61, eff. September 1, 2007.

Sec. 11.052. Winding up Procedures. (a) Except as provided by the title of this code governing the domestic entity, on the occurrence of an event requiring winding up of a domestic entity, unless the event requiring winding up is revoked under Section 11.151 or canceled under Section 11.152, the owners, members, managerial officials, or other persons specified in the title of this code governing the domestic entity shall, as soon as reasonably practicable, wind up the business and affairs of the domestic entity. The domestic entity shall:

- (1) cease to carry on its business, except to the extent necessary to wind up its business;
- (2) if the domestic entity is not a partnership, send a written notice of the winding up to each known claimant against the domestic entity;
- (3) collect and sell its property to the extent the property is not to be distributed in kind to the domestic entity's owners or members; and
- (4) perform any other act required to wind up its business and affairs.

(b) During the winding up process, the domestic entity may prosecute or defend a civil, criminal, or administrative action.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.053. Property Applied to Discharge Liabilities and Obligations. (a) Except as provided by Subsection (b) and the title of this code governing the domestic entity, a domestic entity in the process of winding up shall apply and distribute its property to discharge, or make adequate provision for the discharge of, all of the domestic entity's liabilities and obligations.

(b) Except as provided by the title of this code governing the domestic entity, if the property of a domestic entity is not sufficient to discharge all of the domestic entity's liabilities and obligations, the domestic entity shall:

- (1) apply its property, to the extent possible, to the just and equitable discharge of its liabilities and obligations, including liabilities and obligations owed to owners or members, other than for distributions; or
- (2) make adequate provision for the application of the property described by Subdivision (1).

(c) Except as provided by the title of this code governing the domestic entity, after a domestic entity has discharged, or made adequate provision for the discharge of, all of its liabilities and obligations, the domestic entity shall distribute the remainder of its property, in cash or in kind, to the domestic entity's owners according to their respective rights and interests.

(d) A domestic entity may continue its business wholly or partly, including delaying the disposition of property of the domestic entity, for the limited period necessary to avoid unreasonable loss of the entity's property or business.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.054. Court Supervision of Winding up Process. Subject to the other provisions of this code, on application of a domestic entity or an owner or member of a domestic entity, a court may:

- (1) supervise the winding up of the domestic entity;
- (2) appoint a person to carry out the winding up of the domestic entity; and
- (3) make any other order, direction, or inquiry that the circumstances may require.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.055. Court Action or Proceeding During Winding Up. During the winding up process, a domestic entity may continue prosecuting or defending a court action or proceeding by or against the domestic entity.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.056. Supplemental Provisions for Limited Liability Company. (a) The termination of the continued membership of the last remaining member of a domestic limited liability company is an event requiring winding up under Section 11.051(4) unless, not later than the 90th day after the date of the termination, the legal representative or successor of the last remaining member agrees:

- (1) to continue the company; and
- (2) to become a member of the company effective as of the date of the termination or to designate another person who agrees to become a member of the company effective as of the date of the termination.

(b) The event requiring winding up specified in Subsection (a) may be canceled in accordance with Sections 11.152(a) and 101.552(c).

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688, Sec. 62, eff. September 1, 2007.

Sec. 11.057. Supplemental Provisions for Domestic General Partnership. (a) Unless otherwise provided by the partnership agreement, a voluntary decision to wind up a domestic general partnership, other than a partnership described by Subsection (b), requires the express will of a majority-in-interest of the partners who have not assigned their interests. A voluntary decision to wind up a partnership under this subsection may be revoked in accordance with Sections 11.151 and 152.709(e).

(b) Unless otherwise provided by the partnership agreement, a voluntary decision to wind up a domestic general partnership that has a period of duration or is for a particular undertaking, or in which the partnership agreement provides for the winding up of the partnership on occurrence of a specified event, requires the express will of all of the partners. A voluntary decision to wind up a partnership under this subsection may be revoked in accordance with Sections 11.151 and 152.709(d).

(c) An event requiring the winding up of a domestic general partnership under Section 11.051(4) includes the following:

(1) in a general partnership for a particular undertaking, the completion of the undertaking, unless otherwise provided by the partnership agreement;

(2) an event that makes it illegal for all or substantially all of the partnership business to be continued, but a cure of illegality before the 91st day after the date of notice to the general partnership of the event is effective retroactively to the date of the event for purposes of this subsection; and

(3) the sale of all or substantially all of the property of the general partnership outside the ordinary course of business, unless otherwise provided by the partnership agreement.

(d) In addition to the events specified by Subsection (c), unless otherwise provided by the partnership agreement, if a domestic general partnership does not have a period of duration, is not for a particular undertaking, and is not required under its partnership agreement to wind up the partnership on occurrence of a specified event, an event requiring winding up of the partnership under Section 11.051(4) occurs on the 60th day after the date on which the partnership receives notice of a request for winding up the partnership from a partner, other than a partner who has agreed not to withdraw, or a later date as specified by the request, unless a majority-in-interest of the partners deny the request for winding up or agree to continue the partnership. The continuation of the business by

the other partners or by those who habitually acted in the business before the request, other than the partner making the request, without any settlement or liquidation of the partnership business, is *prima facie* evidence of an agreement to continue the partnership under this subsection.

(e) An event requiring winding up specified in Subsection (c)(1), (c)(3), or (d) may be canceled in accordance with Sections 11.152 and 152.709.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688, Sec. 63, eff. September 1, 2007.

Sec. 11.058. Supplemental Provision for Limited Partnership. (a) A voluntary decision to wind up a domestic limited partnership requires the written consent of all partners in the limited partnership unless otherwise provided by the partnership agreement. The voluntary decision to wind up may be revoked in accordance with Sections 11.151 and 153.501(d).

(b) An event of withdrawal of a general partner of a domestic limited partnership is an event requiring winding up under Section 11.051(4) unless otherwise provided by the partnership agreement. The event requiring winding up specified in this subsection may be canceled in accordance with Sections 11.152(a) and 153.501(b).

(c) An event requiring winding up of a limited partnership under Section 11.051(4) includes when there are no limited partners in the limited partnership. The event requiring winding up specified in this subsection may be canceled in accordance with Sections 11.152(a) and 153.501(e).

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688, Sec. 64, eff. September 1, 2007.

Sec. 11.059. Supplemental Provisions for Corporations. For purposes of Section 11.051(3), the event requiring the winding up, dissolution, or termination of a domestic corporation must be specified in:

(1) the certificate of formation of the corporation; or

(2) a bylaw of the corporation adopted by the owners or members of the corporation in the same manner as an amendment to the certificate of formation of the corporation.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688, Sec. 65, eff. September 1, 2007.

SUBCHAPTER C. TERMINATION OF DOMESTIC ENTITY

Sec. 11.101. Certificate of Termination for Filing Entity. (a) On completion of the winding up process under Subchapter B, a filing entity must file a certificate of termination in accordance with Chapter 4.

(b) A certificate from the comptroller that all taxes administered by the comptroller under Title 2, Tax Code, have been paid must be filed with the certificate of termination if the filing entity is a taxable entity under Chapter 171, Tax Code, other than a nonprofit corporation.

(c) The certificate of termination must contain:

(1) the name of the filing entity;

(2) the name and address of each of the filing entity's governing persons;

(3) the entity's file number assigned by the secretary of state, unless the entity is a real estate investment trust;

(4) the nature of the event requiring winding up;

(5) a statement that the filing entity has complied with the provisions of this code governing its winding up; and

(6) any other information required by this code to be included in the certificate of termination for the filing entity.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84, Sec. 22, eff. September 1, 2009.

Sec. 11.102. Effectiveness of Termination of Filing Entity. Except as otherwise provided by this chapter, the existence of a filing entity terminates on the filing of a certificate of termination with the filing officer.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.103. Effectiveness of Termination of Nonfiling Entity. Except as otherwise provided by this chapter, the existence of a nonfiling entity terminates on the completion of the winding up of its business and affairs. Notice of the termination must be provided by the nonfiling entity in the manner provided in the governing documents of the nonfiling entity if notice of termination is required under the governing documents.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.104. Action by Secretary of State. The secretary of state shall remove from its active records a domestic filing entity whose period of duration specified in its certificate of formation has expired when the secretary of state determines that:

- (1) the entity has failed to file a certificate of termination in accordance with Section 11.101; and
- (2) the entity has failed to file an amendment to extend its period of duration in accordance with

Section 11.152.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688, Sec. 66, eff. September 1, 2007.

Sec. 11.105. Supplemental Information Required by Certificate of Termination of Nonprofit Corporation. (a) In addition to the information required by Section 11.101, the certificate of termination filed by a nonprofit corporation that has completed its winding up process must contain a statement that:

(1) any property of the nonprofit corporation has been transferred, conveyed, applied, or distributed in accordance with this chapter and Chapter 22; and

(2) there is no suit pending against the nonprofit corporation or adequate provision has been made for the satisfaction of any judgment, order, or decree that may be entered against the nonprofit corporation in a pending suit.

(b) In addition to the statements required by Subsection (a), if the nonprofit corporation received and held property permitted to be used only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but the nonprofit corporation did not hold the property on a condition requiring return, transfer, or conveyance because of the winding up and termination, the certificate of termination must include a statement that distribution of that property has been effected in accordance with a plan of distribution adopted in compliance with this code for the distribution of that property.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

SUBCHAPTER D. REVOCATION AND CONTINUATION

Sec. 11.151. Revocation of Voluntary Winding Up. (a) Before the termination of the existence of a domestic entity takes effect, the domestic entity may revoke a voluntary decision to wind up the entity by approval of the revocation in the manner specified in the title of this code governing the entity.

(b) A domestic entity may continue its business following the revocation of a voluntary decision to wind up under Subsection (a).

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.152. Continuation of Business Without Winding Up. (a) Subject to Subsections (c) and (d), a domestic entity to which an event requiring the winding up of the entity occurs as specified by Section 11.051(3) or (4) may cancel the event requiring winding up in the manner specified in the title of this code governing the domestic entity not later than the first anniversary of the date of the event requiring winding up or an earlier period prescribed by the title of this code governing the domestic entity.

(b) A domestic entity whose specified period of duration has expired may cancel that event requiring winding up by amending its governing documents in the manner provided by this code, not later than the third anniversary of the date the period expired or an earlier date prescribed by the title of this code governing the domestic entity, to extend its period of duration. The expiration of its period of duration does not by itself create a vested right on the part of an owner, member, or creditor of the entity to prevent the extension of that period. An act undertaken or a contract entered into by the domestic entity during a period in which the entity could have extended its period of duration as provided by this subsection is not invalidated by the expiration of that period, regardless of whether the entity has taken any action to extend its period of duration.

(c) A domestic entity may not cancel an event requiring winding up specified in Section 11.051(3) and continue its business if the action is prohibited by the entity's governing documents or the title of this code governing the entity.

(d) A domestic entity may cancel an event requiring winding up specified in Section 11.051(4) and continue its business only if the action:

- (1) is not prohibited by the entity's governing documents; and
- (2) is expressly authorized by the title of this code governing the entity.

(e) On cancellation of an event requiring winding up under this section, the domestic entity may continue its business.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688, Sec. 67, eff. September 1, 2007.

Sec. 11.153. Court Revocation of Fraudulent Termination. Notwithstanding any provision of this code to the contrary, a court may order the revocation of termination of an entity's existence that was terminated as a result of actual or constructive fraud. In an action under this section, any limitation period provided by law is tolled in accordance with the discovery rule. The secretary of state shall take any action necessary to implement an order under this section.

Added by Acts 2005, 79th Leg., Ch. 64, Sec. 40, eff. January 1, 2006.

SUBCHAPTER E. REINSTATEMENT OF TERMINATED ENTITY

Sec. 11.201. Conditions for Reinstatement. (a) A terminated entity may be reinstated under this subchapter if:

- (1) the termination was by mistake or inadvertent;
- (2) the termination occurred without the approval of the entity's governing persons when their approval is required by the title of this code governing the terminated entity;
- (3) the process of winding up before termination had not been completed by the entity; or
- (4) the legal existence of the entity is necessary to:
 - (A) convey or assign property;
 - (B) settle or release a claim or liability;
 - (C) take an action; or
 - (D) sign an instrument or agreement.

(b) A terminated entity may not be reinstated under this section if the termination occurred as a result of:

- (1) an order of a court or the secretary of state;

(2) an event requiring winding up that is specified in the title of this code governing the terminated entity, if that title prohibits reinstatement; or
(3) forfeiture under the Tax Code.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.202. Procedures for Reinstatement. (a) To the extent applicable, a terminated entity, to be reinstated, must complete the requirements of this section not later than the third anniversary of the date the termination of the terminated entity's existence took effect.

(b) The owners, members, governing persons, or other persons must approve the reinstatement of the domestic entity in the manner provided by the title of this code governing the domestic entity.

(c) After approval of the reinstatement of a filing entity that was terminated, and not later than the third anniversary of the date of the filing of the entity's certificate of termination, the filing entity shall file a certificate of reinstatement in accordance with Chapter 4.

(d) A certificate of reinstatement filed under Subsection (c) must contain:

- (1) the name of the filing entity;
- (2) the filing number the filing officer assigned to the entity;
- (3) the effective date of the entity's termination;
- (4) a statement that the reinstatement of the filing entity has been approved in the manner required by this code; and

(5) the name of the entity's registered agent and the address of the entity's registered office.

(e) A tax clearance letter from the comptroller stating that the filing entity has satisfied all franchise tax liabilities and may be reinstated must be filed with the certificate of reinstatement if the filing entity is a taxable entity under Chapter 171, Tax Code, other than a nonprofit corporation.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84, Sec. 23, eff. September 1, 2009.

Sec. 11.203. Use of Name Similar to Previously Registered Name. If the secretary of state determines that a filing entity's name contained in a certificate of reinstatement filed under Section 11.202 is the same as, deceptively similar to, or similar to a name of a filing entity or foreign entity on file as provided by or reserved or registered under this code, the secretary of state may not accept for filing the certificate of reinstatement unless the filing entity contemporaneously amends its certificate of formation to change its name or obtains consent for the use of the similar name.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.204. Effectiveness of Reinstatement of Nonfiling Entity. The reinstatement of a terminated nonfiling entity takes effect on the approval required by Section 11.202(b).

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.205. Effectiveness of Reinstatement of Filing Entity. The reinstatement of a terminated filing entity that previously filed a certificate of termination takes effect on the filing of the entity's certificate of reinstatement.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.206. Effect of Reinstatement. When the reinstatement of a terminated entity takes effect:

- (1) the existence of the terminated entity is considered to have continued without interruption from the date of termination; and
- (2) the terminated entity may carry on its business as if the termination of its existence had not occurred.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

SUBCHAPTER F. INVOLUNTARY TERMINATION OF FILING ENTITY BY SECRETARY OF STATE

Sec. 11.251. Termination of Filing Entity by Secretary of State. (a) If it appears to the secretary of state that, with respect to a filing entity, a circumstance described by Subsection (b) exists, the secretary of state may notify the entity of the circumstance by regular or certified mail addressed to the entity at the entity's registered office or principal place of business as shown on the records of the secretary of state.

(b) The secretary of state may terminate a filing entity's existence if the secretary finds that:

(1) the entity has failed to, and, before the 91st day after the date notice was mailed has not corrected the entity's failure to:

(A) file a report within the period required by law or pay a fee or penalty prescribed by law when due and payable; or

(B) maintain a registered agent or registered office in this state as required by law; or

(2) the entity has failed to, and, before the 16th day after the date notice was mailed has not corrected the entity's failure to, pay a fee required in connection with the filing of its certificate of formation, or payment of the fee was dishonored when presented by the state for payment.

(c) This subchapter shall not apply to real estate investment trusts.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688, Sec. 68, eff. September 1, 2007.

Sec. 11.252. Certificate of Termination. (a) If termination of a filing entity's existence is required, the secretary of state shall:

(1) issue a certificate of termination; and

(2) deliver a certificate of termination by regular or certified mail to the filing entity at its registered office or principal place of business.

(b) The certificate of termination must state:

(1) that the filing entity has been involuntarily terminated; and

(2) the date and cause of the termination.

(c) Except as otherwise provided by this chapter, the existence of the filing entity is terminated on the issuance of the certificate of termination by the secretary of state.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.253. Reinstatement by Secretary of State after Involuntary Termination. (a) The secretary of state shall reinstate a filing entity that has been involuntarily terminated under this subchapter if the entity files a certificate of reinstatement in accordance with Chapter 4 and:

(1) the entity has corrected the circumstances that led to the involuntary termination and any other circumstances that may exist of the types described by Section 11.251(b), including the payment of fees, interest, or penalties; or

(2) the secretary of state finds that the circumstances that led to the involuntary termination did not exist at the time of termination.

(b) A certificate of reinstatement filed under Subsection (a) must contain:

(1) the name of the filing entity;

(2) the filing number assigned by the filing officer to the entity;

(3) the effective date of the involuntary termination;

(4) a statement that the circumstances giving rise to the involuntary termination have been corrected;

and

(5) the name of the entity's registered agent and the address of the entity's registered office.

(c) A certificate of reinstatement must be accompanied by:

(1) each amendment to the entity's certificate of formation that is required by intervening events, including circumstances requiring an amendment to the filing entity's name as described in Section 11.203; and

(2) a tax clearance letter from the comptroller stating that the filing entity has satisfied all franchise tax liabilities and may be reinstated, if the filing entity is a taxable entity under Chapter 171, Tax Code, other than a nonprofit corporation.

(d) If a filing entity is reinstated before the third anniversary of the date of its involuntary termination, the entity is considered to have continued in existence without interruption from the date of termination. The reinstatement shall have no effect on any issue of personal liability of the governing persons, officers, or agents of the filing entity during the period between termination and reinstatement.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84, Sec. 24, eff. September 1, 2009.

Sec. 11.254. Reinstatement of Certificate of Formation Following Tax Forfeiture. A filing entity whose certificate of formation has been forfeited under the provisions of the Tax Code must follow the procedures in the Tax Code to reinstate its certificate of formation.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

SUBCHAPTER G. JUDICIAL WINDING UP AND TERMINATION

Sec. 11.301. Involuntary Winding up and Termination of Filing Entity by Court Action. (a) A court may enter a decree requiring winding up of a filing entity's business and termination of the filing entity's existence if, as the result of an action brought under Section 11.303, the court finds that one or more of the following problems exist:

(1) the filing entity or its organizers did not comply with a condition precedent to its formation;

(2) the certificate of formation of the filing entity or any amendment to the certificate of formation was fraudulently filed;

(3) a misrepresentation of a material matter has been made in an application, report, affidavit, or other document submitted by the filing entity under this code;

(4) the filing entity has continued to transact business beyond the scope of the purpose of the filing entity as expressed in its certificate of formation; or

(5) public interest requires winding up and termination of the filing entity because:

(A) the filing entity has been convicted of a felony or a high managerial agent of the filing entity has been convicted of a felony committed in the conduct of the filing entity's affairs;

(B) the filing entity or high managerial agent has engaged in a persistent course of felonious conduct; and

(C) termination is necessary to prevent future felonious conduct of the same character.

(b) Sections 11.302-11.307 do not apply to Subsection (a)(5).

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.302. Notification of Cause by Secretary of State. (a) The secretary of state shall provide to the attorney general:

(1) the name of a filing entity that has given cause under Section 11.301 for involuntary winding up of the entity's business and termination of the entity's existence; and

(2) the facts relating to the cause for the winding up and termination.

(b) When notice is provided under Subsection (a), the secretary of state shall notify the filing entity of the circumstances by writing sent to the entity at its registered office in this state. The notice must state that the secretary of state has given notice under Subsection (a) and the grounds for the notification. The secretary of state must record the date a notice required by this subsection is sent.

(c) A court shall accept a certificate issued by the secretary of state as to the facts relating to the cause for the winding up and termination and the sending of a notice under Subsection (b) as *prima facie* evidence of the facts stated in the certificate and the sending of the notice.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.303. Filing of Action by Attorney General. The attorney general shall file an action against a filing entity in the name of the state seeking termination of the entity's existence if:

(1) the filing entity has not cured the problems for which winding up and termination is sought before the 31st day after the date the notice under Section 11.302(b) is mailed; and

(2) the attorney general determines that cause exists for the involuntary winding up of a filing entity's business and termination of the entity's existence under Section 11.301.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.304. Cure Before Final Judgment. An action filed by the attorney general under Section 11.303 shall be abated if, before a district court renders judgment on the action, the filing entity:

(1) cures the problems for which winding up and termination is sought; and

(2) pays the costs of the action.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.305. Judgment Requiring Winding up and Termination. If a district court finds in an action brought under this subchapter that proper grounds exist under Section 11.301(a) for a winding up of a filing entity's business and termination of the filing entity's existence, the court shall:

(1) make findings to that effect; and

(2) subject to Section 11.306, enter a judgment not earlier than the fifth day after the date the court makes its findings.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.306. Stay of Judgment. (a) If, in an action brought under this subchapter, a filing entity has proved by a preponderance of the evidence and obtained a finding that the problems for which the filing entity has been found guilty were not wilful or the result of a failure to take reasonable precautions, the entity may make a sworn application to the court for a stay of entry of the judgment to allow the filing entity a reasonable opportunity to cure the problems for which it has been found guilty. An application made under this subsection must be made not later than the fifth day after the date the court makes its findings under Section 11.305.

(b) After a filing entity has made an application under Subsection (a), a court shall stay the entry of the judgment if the court is reasonably satisfied after considering the application and evidence offered with respect to the application that the filing entity:

(1) is able and intends in good faith to cure the problems for which it has been found guilty; and

(2) has not applied for the stay without just cause.

(c) A court shall stay an entry of judgment under Subsection (b) for the period the court determines is reasonably necessary to afford the filing entity the opportunity to cure its problems if the entity acts with reasonable diligence. The court may not stay the entry of the judgment for longer than 60 days after the date the court's findings are made.

(d) The court shall dismiss an action against a filing entity that, during the period the action is stayed by the court under this section, cures the problems for which winding up and termination is sought and pays all costs accrued in the action.

(e) If a court finds that a filing entity has not cured the problems for which winding up and termination is sought within the period prescribed by Subsection (c), the court shall enter final judgment requiring a winding up of the filing entity's business.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.307. Opportunity for Cure after Affirmation of Findings by Appeals Court. (a) An appellate court that affirms a trial court's findings against a filing entity under this subchapter shall remand the case to the trial court with instructions to grant the filing entity an opportunity to cure the problems for which the entity has been found guilty if:

(1) the filing entity did not make an application to the trial court for stay of the entry of the judgment;

(2) the appellate court is satisfied that the appeal was taken in good faith and not for purpose of delay or with no sufficient cause;

(3) the appellate court finds that the problems for which the filing entity has been found guilty are capable of being cured; and

(4) the filing entity has prayed for the opportunity to cure its problems in the appeal.

(b) The appellate court shall determine the period, which may not be longer than 60 days after the date the case is remanded to the trial court, to be afforded to a filing entity to enable the filing entity to cure its problems under Subsection (a).

(c) The trial court to which an action against a filing entity has been remanded under this section shall dismiss the action if, during the period prescribed by the appellate court for that conduct, the filing entity cures the problems for which winding up and termination is sought and pays all costs accrued in the action.

(d) If a filing entity has not cured the problems for which winding up and termination is sought within the period prescribed by the appellate court under Subsection (b), the judgment requiring winding up and termination shall become final.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.308. Jurisdiction and Venue. (a) The attorney general shall bring an action for the involuntary winding up and termination of a filing entity under this subchapter in:

(1) a district court of the county in which the registered office or principal place of business of the filing entity in this state is located; or

(2) a district court of Travis County.

(b) A district court described by Subsection (a) has jurisdiction of the action for involuntary winding up and termination.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.309. Process in State Action. Citation in an action for the involuntary winding up and termination of a filing entity under this subchapter shall be issued and served as provided by law.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.310. Publication of Notice. (a) If process in an action under this subchapter is returned not found, the attorney general shall publish notice in a newspaper in the county in which the registered office of the filing entity in this state is located. The notice must contain:

(1) a statement of the pendency of the action;

(2) the title of the court;

(3) the title of the action; and

(4) the earliest date on which default judgment may be entered by the court.

(b) Notice under this section must be published at least once a week for two consecutive weeks beginning at any time after the citation has been returned.

(c) The attorney general may include in one published notice the name of each filing entity against which an action for involuntary winding up and termination is pending in the same court.

(d) Not later than the 10th day after the date notice under this section is first published, the attorney general shall send a copy of the notice to the filing entity at the filing entity's registered office in this state. A certificate from the attorney general regarding the sending of the notice is *prima facie* evidence that notice was sent under this section.

(e) Unless a filing entity has been served with citation, a default judgment may not be taken against the entity before the 31st day after the date the notice is first published.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.311. Action Allowed after Expiration of Filing Entity's Duration. The expiration of a filing entity's period of duration does not, by itself, create a vested right on the part of an owner or creditor of the filing entity to prevent an action by the attorney general for the involuntary winding up of the filing entity's business and termination of the filing entity's existence.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.312. Compliance by Terminated Entity. On the decree of a court requiring winding up of a filing entity's business, the filing entity shall comply with:

- (1) the requirements of the decree concerning the winding up process; and
- (2) Subchapter B to the extent it does not conflict with the decree.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.313. Timing of Termination. A court may enter a decree under Section 11.301 terminating the existence of a filing entity:

- (1) when the court considers it necessary or advisable; or
- (2) on completion of the winding up process.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.314. Involuntary Winding up and Termination of Partnership or Limited Liability Company. A district court in the county in which the registered office or principal place of business in this state of a domestic partnership or limited liability company is located has jurisdiction to order the winding up and termination of the domestic partnership or limited liability company on application by:

- (1) a partner in the partnership if the court determines that:

(A) the economic purpose of the partnership is likely to be unreasonably frustrated; or

(B) another partner has engaged in conduct relating to the partnership's business that makes it not reasonably practicable to carry on the business in partnership with that partner; or

(2) an owner of the partnership or limited liability company if the court determines that it is not reasonably practicable to carry on the entity's business in conformity with its governing documents.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84, Sec. 25, eff. September 1, 2009.

Sec. 11.315. Filing of Decree of Termination Against Filing Entity. (a) The clerk of a court that enters a decree terminating the existence of a filing entity shall file a certified copy of the decree in accordance with Chapter 4.

(b) A fee may not be charged for the filing of a decree under this section.

(c) Subject to Section 11.356, the existence of the filing entity ceases when the certified copy of the decree is filed in accordance with Chapter 4.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2005, 79th Leg., Ch. 64, Sec. 41, eff. January 1, 2006.

SUBCHAPTER H. CLAIMS RESOLUTION ON TERMINATION

Sec. 11.351. Liability of Terminated Filing Entity. A terminated filing entity is liable only for an existing claim.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.352. Deposit with Comptroller of Amount Due Owners and Creditors Who Are Unknown or Cannot Be Located. (a) On the voluntary or involuntary termination of a domestic filing entity, the portion of the entity's assets distributable to creditors or owners who are unknown or cannot be found after the exercise of reasonable diligence by a person responsible for the distribution in liquidation of the domestic filing entity's assets must be reduced to cash and deposited as provided by Subsection (b).

(b) Money from assets liquidated under Subsection (a) shall be deposited with the comptroller in a special account to be maintained by the comptroller. The money must be accompanied by a statement to the comptroller containing:

(1) the name and last known address of each person who is known to be entitled to all or part of the account;

(2) the amount of each entitled person's distributive portion of the money; and

(3) other information about each person who is entitled to all or part of the money as the comptroller may reasonably require.

(c) The comptroller shall issue a receipt for money received under this section.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.353. Discharge of Liability of Person Responsible for Liquidation. A person responsible for the distribution in liquidation of a filing entity's assets will be released and discharged from further liability with respect to money received from the liquidation when the person deposits the money with the comptroller under Section 11.352.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.354. Payment from Account by Comptroller. (a) To claim money deposited in an account under Section 11.352, a person must submit to the comptroller satisfactory written proof of the person's right to the money not later than the seventh anniversary of the date the money was deposited with the comptroller.

(b) The comptroller shall issue a warrant drawn on the account created under Section 11.352 in favor of a person who meets the requirements for making a claim under Subsection (a) and in the amount to which the person is entitled.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.355. Notice of Escheat; Escheat. (a) If no claimant has made satisfactory proof of a right to the money within the period prescribed by Section 11.354(a), the comptroller shall publish in one issue of a newspaper of general circulation in Travis County a notice of the proposed escheat of the money.

(b) A notice published under Subsection (a) must contain:

(1) the name and last known address of any known creditor or owner entitled to the money;

(2) the amount of money deposited with the comptroller; and

(3) the name of the terminated filing entity from whose assets the money was derived.

(c) If no claimant makes satisfactory proof to the comptroller of a right to the money before the 61st day after the date notice under this section is published, the money automatically escheats to and becomes the property of the state and shall be deposited in the general revenue fund.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.356. Limited Survival after Termination. (a) Notwithstanding the termination of a domestic filing entity under this chapter, the terminated filing entity continues in existence until the third anniversary of the effective date of the entity's termination only for purposes of:

- (1) prosecuting or defending in the terminated filing entity's name an action or proceeding brought by or against the terminated entity;
- (2) permitting the survival of an existing claim by or against the terminated filing entity;
- (3) holding title to and liquidating property that remained with the terminated filing entity at the time of termination or property that is collected by the terminated filing entity after termination;
- (4) applying or distributing property, or its proceeds, as provided by Section 11.053; and
- (5) settling affairs not completed before termination.

(b) A terminated filing entity may not continue its existence for the purpose of continuing the business or affairs for which the terminated filing entity was formed unless the terminated filing entity is reinstated under Subchapter E.

(c) If an action on an existing claim by or against a terminated filing entity has been brought before the expiration of the three-year period after the date of the entity's termination and the claim was not extinguished under Section 11.359, the terminated filing entity continues to survive for purposes of:

- (1) the action until all judgments, orders, and decrees have been fully executed; and
- (2) the application or distribution of any property of the terminated filing entity as provided by Section 11.053 until the property has been applied or distributed.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.357. Governing Persons of Entity During Limited Survival. (a) Subject to the provisions of the title governing the terminated filing entity, during the three-year period that a terminated filing entity's existence is continued under Section 11.356, the governing persons of the terminated filing entity serving at the time of termination shall continue to manage the affairs of the terminated filing entity for the limited purposes specified by Section 11.356 and have the powers necessary to accomplish those purposes. The number of governing persons:

- (1) may be reduced because of the death of a governing person; and
- (2) may include successors to governing persons chosen by the other governing persons.

(b) In exercising powers prescribed under Subsection (a), a governing person:

- (1) has the same duties to the terminated filing entity that the person had immediately before the termination; and
- (2) is liable to the terminated filing entity for the person's actions taken after the entity's termination to the same extent that the person would have been liable had the person taken those actions before the termination.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.358. Accelerated Procedure for Existing Claim Resolution. (a) A terminated filing entity may shorten the period for resolving a person's existing claim against the entity by giving notice by registered or certified mail, return receipt requested, to the claimant at the claimant's last known address that the claim must be resolved under this section.

(b) The notice required under Subsection (a) must:

- (1) state the requirements of Subsections (c) and (d) for presenting a claim;
- (2) provide the mailing address to which the person's claim against the terminated filing entity must be sent;

(3) state that the claim will be extinguished if written presentation of the claim is not received at the address given on or before the date specified in the notice, which may not be earlier than the 120th day after the date the notice is mailed to the person by the terminated filing entity; and

(4) be accompanied by a copy of this section.

(c) To assert a claim, a person who is notified by a terminated filing entity that the person's claim must be resolved under this section must present the claim in writing to the terminated filing entity at the address given by the entity in the notice.

(d) A claim presented under Subsection (c) must:

(1) contain the:

(A) identity of the claimant; and

(B) nature and amount of the claim; and

(2) be received by the terminated filing entity not later than the date specified in the notice under Subsection (b)(3).

(e) If a person presents a claim that meets the requirements of this section, the terminated filing entity to whom the claim is presented may give written notice to the person that the claim is rejected by the terminated entity.

(f) Notice under Subsection (e) must:

(1) be sent by registered or certified mail, return receipt requested, and addressed to the last known address of the person presenting the claim;

(2) state that the claim has been rejected by the terminated entity;

(3) state that the claim will be extinguished unless an action on the claim is brought:

(A) not later than the 180th day after the date the notice of rejection of the claim was mailed to the person; and

(B) not later than the third anniversary of the effective date of the entity's termination; and

(4) state the date on which notice of the claim's rejection was mailed and the effective date of the entity's termination.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.359. Extinguishment of Existing Claim. (a) Except as provided by Subsection (b), an existing claim by or against a terminated filing entity is extinguished unless an action or proceeding is brought on the claim not later than the third anniversary of the date of termination of the entity.

(b) A person's claim against a terminated filing entity may be extinguished before the period prescribed by Subsection (a) if the person is notified under Section 11.358(a) that the claim will be resolved under Section 11.358 and the person:

(1) fails to properly present the claim in writing under Sections 11.358(c) and (d); or

(2) fails to bring an action on a claim rejected under Section 11.358(e) before:

(A) the 180th day after the date the notice rejecting the claim was mailed to the person; and

(B) the third anniversary of the effective date of the entity's termination.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

SUBCHAPTER I. RECEIVERSHIP

Sec. 11.401. Code Governs. A receiver may be appointed for a domestic entity or for a domestic entity's property or business only as provided for and on the conditions set forth in this code.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 11.402. Jurisdiction to Appoint Receiver. (a) A court that has subject matter jurisdiction over specific property of a domestic or foreign entity that is located in this state and is involved in litigation has jurisdiction to appoint a receiver for that property.

APPENDIX E

Tax Code provisions:

§ 171.251. Forfeiture of Corporate Privileges.

The comptroller shall forfeit the corporate privileges of a corporation on which the franchise tax is imposed if the corporation:

- (1) does not file, in accordance with this chapter and within 45 days after the date notice of forfeiture is mailed, a report required by this chapter;
- (2) does not pay, within 45 days after the date notice of forfeiture is mailed, a tax imposed by this chapter or does not pay, within those 45 days, a penalty imposed by this chapter relating to that tax; or
- (3) does not permit the comptroller to examine under Section 171.211 of this code the corporation's records.

Revisor's Notes.

The source law establishes certain actions for which a corporation's "right to do business in this State" may be forfeited. However, the courts of this state have held that a corporation that commits the actions does not lose its right to do business in this state. Instead, the corporation forfeits its privilege to sue or defend in a court of this state. Ross Amigos Oil Co. v. State, 138 S.W.2d 798 (Tex. 1940); Federal Crude Oil Co. v. State, 169 S.W.2d 283 (Tex. Civ. App.—Austin 1943, writ ref'd). Therefore, the revised law is drafted to avoid a reference to the forfeiture of a corporation's right to do business.

Sec. 171.252. Effects of Forfeiture.

If the corporate privileges of a corporation are forfeited under this subchapter:

- (1) the corporation shall be denied the right to sue or defend in a court of this state; and
- (2) each director or officer of the corporation is liable for a debt of the corporation as provided by Section 171.255 of this code.

Sec. 171.253. Suit on Cause of Action Arising Before Forfeiture.

In a suit against a corporation on a cause of action arising before the forfeiture of the corporate privileges of the corporation, affirmative relief may not be granted to the corporation unless its corporate privileges are revived under this chapter.

Sec. 171.254. Exception to Forfeiture.

The forfeiture of the corporate privileges of a corporation does not apply to the privilege to defend in a suit to forfeit the corporation's charter or certificate of authority.

Sec. 171.255. Liability of Director and Officers.

- (a) If the corporate privileges of a corporation are forfeited for the failure to file a report or pay a tax or penalty, each director or officer of the corporation is liable for each debt of the corporation that is created or incurred in this state after the date on which the report, tax, or penalty is due and before the corporate privileges are revived. The liability includes liability for any tax or penalty imposed by this chapter on the corporation that becomes due and payable after the date of the forfeiture.
- (b) The liability of a director or officer is in the same manner and to the same extent as if the director or officer were a partner and the corporation were a partnership.
- (c) A director or officer is not liable for a debt of the corporation if the director or officer shows that the debt was created or incurred:
 - (1) over the director's objection; or
 - (2) without the director's knowledge and that the exercise of reasonable diligence to become acquainted with the affairs of the corporation would not have revealed the intention to create the debt.
- (d) If a corporation's charter or certificate of authority and its corporate privileges are forfeited and revived under this chapter, the liability under this section of a director or officer of the corporation is not affected by the revival of the charter or certificate and the corporate privileges.

Sec. 171.256. Notice of Forfeiture.

- (a) If the comptroller proposes to forfeit the corporate privileges of a corporation, the comptroller shall notify the corporation that the forfeiture will occur without a judicial proceeding unless the corporation:
 - (1) files, within the time established by Section 171.251 of this code, the report to which that section refers; or
 - (2) pays, within the time established by Section 171.251 of this code, the delinquent tax and penalty to which that section refers.
- (b) The notice shall be written or printed and shall be verified by the seal of the comptroller's office.
- (c) The comptroller shall mail the notice to the corporation at least 45 days before the forfeiture of corporate privileges. The notice shall be addressed to the corporation and mailed to the address named in the corporation's charter as its principal place of business or to another known place of business of the corporation.
- (d) The comptroller shall keep at the comptroller's office a record of the date on which the notice is mailed. For the purposes of this chapter, the notice and the record of the mailing date constitute legal and sufficient notice of the forfeiture.

Sec. 171.257. Judicial Proceeding Not Required for Forfeiture.

- The forfeiture of the corporate privileges of a corporation is effected by the comptroller without a judicial proceeding.

Sec. 171.258. Revival of Corporate Privileges.

- The comptroller shall revive the corporate privileges of a corporation if the corporation, before the forfeiture of its charter or certificate of authority, pays any tax, penalty, or interest due under this chapter.

Sec. 171.301. Grounds for Forfeiture of Charter or Certificate of Authority.

- It is a ground for the forfeiture of a corporation's charter or certificate of authority if:
 - (1) the corporate privileges of the corporation are forfeited under this chapter and the corporation does not pay, within 120 days after the date the corporate privileges are forfeited, the amount necessary for the corporation to revive under this chapter its corporate privileges; or
 - (2) the corporation does not permit the comptroller to examine the corporation's records under Section 171.211 of this code.

Sec. 171.3015. Forfeiture of Certificate or Registration of Taxable Entity.

- The comptroller may, for the same reasons and using the same procedures the comptroller uses in relation to the forfeiture of a corporation's charter or certificate of authority, forfeit the certificate or registration of a taxable entity.

Sec. 171.302. Certification by Comptroller.

- After the 120th day after the date that the corporate privileges of a corporation are forfeited under this chapter, the comptroller shall certify the name of the corporation to the attorney general and the secretary of state.

Provisions for Judicial Forfeiture – Tax Code §§ 303-308, not applicable here

Sec. 171.309. Forfeiture by Secretary of State.

- The secretary of state may forfeit the charter, certificate, or registration of a taxable entity if:
 - (1) the secretary receives the comptroller's certification under Section 171.302; and
 - (2) the taxable entity does not revive its forfeited privileges within 120 days after the date that the privileges were forfeited.

Sec. 171.310. Judicial Proceeding Not Required for Forfeiture by Secretary of State.

- The forfeiture by the secretary of state of a corporation's charter or certificate of authority under this chapter is effected without a judicial proceeding.

Sec. 171.311. Record of Forfeiture by Secretary of State.

- The secretary of state shall effect a forfeiture of a corporation's charter or certificate of authority under this chapter by inscribing on the corporation's record in the secretary's office the words "Charter Forfeited" or "Certificate Forfeited," the date on which this inscription is made, and a citation to this chapter as authority for the forfeiture.

Sec. 171.312. Revival of Charter or Certificate of Authority After Forfeiture by Secretary of State.

- A corporation whose charter or certificate of authority is forfeited under this chapter by the secretary of state is entitled to have its charter or certificate revived and to have its corporate privileges revived if:
 - (1) the corporation files each report that is required by this chapter and that is delinquent;
 - (2) the corporation pays the tax, penalty, and interest that is imposed by this chapter and that is due at the time the request under Section 171.313 of this code to set aside forfeiture is made; and
 - (3) the forfeiture of the corporation's charter or certificate is set aside in a proceeding under Section 171.313 of this code.

Sec. 171.3125. Revival of Certificate or Registration of Taxable Entity After Forfeiture by Secretary of State.

- (a) The secretary of state may, using the same procedures the secretary uses in relation to the revival of a corporation's charter or certificate, revive the certificate or registration of a taxable entity.
- (b) **The secretary of state may adopt rules to implement this section.**

Sec. 171.313. Proceeding to Set Aside Forfeiture by Secretary of State.

- (a) If a corporation's charter or certificate of authority is forfeited under this chapter by the secretary of state, a stockholder, director, or officer of the corporation at the time of the forfeiture of the charter or certificate or of the corporate privileges of the corporation may request in the name of the corporation that the secretary of state set aside the forfeiture of the charter or certificate.
- (b) If a request is made, the secretary of state shall determine if each delinquent report has been filed and any delinquent tax, penalty, or interest has been paid. If each report has been filed and the tax, penalty, or interest has been paid, the secretary shall set aside the forfeiture of the corporation's charter or certificate of authority.

Sec. 171.314. Corporate Privileges After Forfeiture by Secretary of State Is Set Aside.

- If the secretary of state sets aside under this chapter the forfeiture of a corporation's charter or certificate of authority, the comptroller shall revive the corporate privileges of the corporation.

APPENDIX F

DECLARATION OF RAY CHARLES LEWIS

My name is Ray Charles Lewis. I am a Member of Lord, Lewis & Coleman, LLC. I am over 18 years of age, and all of the statements contained herein are within my personal knowledge and are true and correct.

In early January 2011, John David Renfro told me on the telephone that he had not made any profit on the Malibu tract lands, and that there were no profits to distribute. I believed him. I did not suspect that he was lying or that there was any claim that Lord, Lewis & Coleman, LLC had against him for breach of contract, or otherwise. Mr. Renfro continued to tell me over the next years that he had not made any profit, when it was discussed. It was not until October 2014, when Lloyd Gillespie told Rodney Coleman and me that Mr. Renfro had made over a million dollars off a conservation easement connected with the Malibu tract that I had any knowledge that Mr. Renfro had not been telling me the truth, or any reason to suspect that he had been withholding profits from us. After October 2014, I again asked Mr. Renfro if he had made any profit on the Malibu tract lands, and he told me again that he had not made any profit.

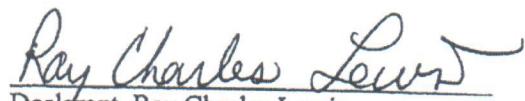
When my attorneys told me on Friday, April 24, 2017 that the defendants in a lawsuit had filed a motion with the court saying that Lord, Lewis & Coleman, LLC was not currently authorized to do business in Texas, this was the first I had heard of this or had any knowledge of this, since we had reinstated the corporation's status with the Secretary of State back in 2014.

On Saturday, April 22, 2017, I learned for the first time that the Texas State Comptroller claimed that Lord, Lewis and Coleman, LLC owed \$50 in back franchise taxes. I paid the \$50 on my credit card on Saturday, April 22, 2017, and a true and correct copy of my receipt is attached hereto.

I printed out a Public Information Report that showed that the status of Lord, Lewis and Coleman, LLC had been restored to active status as of April 25, 2017, and a true copy of that page is attached hereto.

My name is Ray Charles Lewis, my date of birth is March 11, 1961, and my address is 3881 F.M. 2800, Jasper, Texas, 75951, and United States. I declare under penalty of perjury that the foregoing is true and correct.

Executed in Jasper County, State of Texas, on the 25th day of April, 2017



Declarant, Ray Charles Lewis

**Franchise Tax Account Status**

As of : 04/17/2017 16:37:52

This Page is Not Sufficient for Filings with the Secretary of State**LORD, LEWIS AND COLEMAN, LLC****Texas Taxpayer Number** 32033280952**Mailing Address** PO BOX 538 JASPER, TX 75951-0007

FORFEITED

② Right to Transact Business in Texas File missing reports, information reports and/or payments**State of Formation** TX**Effective SOS Registration Date** 07/05/2007**Texas SOS File Number** 0800839971**Registered Agent Name** RAY C. LEWIS**Registered Office Street Address** 5889 WESTLAKE RD. JASPER, TX 75951

EXHIBIT 3

APPENDIX G

Corporations Section
P.O Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

**Forfeiture pursuant to Section 171.309 of the Texas Tax Code
of
Lord, Lewis and Coleman, LLC**

File Number : 800839971

Certificate / Charter forfeited : January 28, 2011

The Secretary of State finds that:

1. The Secretary has received certification from the Comptroller of Public Accounts under Section 171.302 of the Texas Tax Code indicating that there are grounds for the forfeiture of the taxable entity's charter, certificate or registration; and
2. The Comptroller of Public Accounts has determined that the taxable entity has not revived its forfeited privileges within 120 days after the date that the privileges were forfeited.

Therefore, pursuant to Section 171.309 of the Texas Tax Code, the Secretary of State hereby forfeits the charter, certificate or registration of the taxable entity as of the date noted above and records this notice of forfeiture in the permanent files and records of the entity.



A handwritten signature in black ink that reads "Hope Andrade".

Hope Andrade
Secretary of State

APPENDIX H

TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

P.O. Box 13528 • AUSTIN, TX 78711-3528



December 4, 2014

LORD, LEWIS AND COLEMAN, LLC
3173 W LAKE RD
JASPER, TX 75951-9495

TAX CLEARANCE LETTER FOR REINSTATEMENT*

To: Texas Secretary of State
Corporations Section

Re: LORD, LEWIS AND COLEMAN, LLC
Taxpayer number: 32033280952
File number: 0800839971

The referenced entity has met all franchise tax requirements and is eligible for reinstatement through May 15, 2015.

Theodore Calvin
THEODORE CALVIN
Enforcement - Beaumont
Field Operations - Enforcement
(409) 899-4650

*The reinstatement must be filed with the Texas Secretary of State on or before the expiration date of this letter. After this date, additional franchise tax filing requirements must be met, and a new request for tax clearance must be submitted.

You can file for reinstatement online at www.sos.state.tx.us/corp/sosda/index.shtml. Forms and instructions for reinstatement are available at www.sos.state.tx.us/corp/forms_option.shtml or by calling (512) 463-5555. This tax clearance letter must be attached to the reinstatement forms.

APPENDIX I



Office of the Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697
(Form 801)

Filed in the Office of the
Secretary of State of Texas
Filing #: 800839971 12/08/2014
Document #: 581624120002
Image Generated Electronically
for Web Filing

**APPLICATION FOR REINSTATEMENT AND
REQUEST TO SET ASIDE REVOCATION OR FORFEITURE**

1. File Number: **800839971**
2. The name of the entity is: **Lord, Lewis and Coleman, LLC**
3. The taxpayer identification number is: **32033280952**
4. The entity named above was forfeited or its authority to transact business in Texas was revoked on 01/28/2011 for the following reason:
Failure to file a franchise tax return and/or pay state franchise tax.
5. The entity has corrected the default and has paid all fees, taxes, and penalties due.
6. The entity applies for reinstatement and requests that the Secretary of State set aside the forfeiture of the Texas entity or the revocation of the foreign entity's authority, to transact business in Texas, as applicable.
7. Attachment: **comptrollerltr.pdf**
8. Execution: The undersigned signs this document subject penalties imposed by law for the submission of a materially false or fraudulent instrument.

By **Ray Charles Lewis**

Member

Date: **December 8, 2014**

FILING OFFICE COPY

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Rolando B. Pablos
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Lord, Lewis and Coleman, LLC
Filing Number: 800839971

Certificate of Formation
Public Information Report (PIR)
Tax Forfeiture
Reinstatement
Public Information Report (PIR)
Public Information Report (PIR)

July 05, 2007
December 31, 2008
January 28, 2011
December 08, 2014
December 31, 2014
December 31, 2015

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 19, 2017.



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

Rolando B. Pablos
Secretary of State