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13-008849

**The Activity Center of Seguin and Guadalupe County, Texas**

**Board Resolution**

The Activity Center of Seguin and Guadalupe County, Texas Amendment

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The Board of Directors of The Activity Center of Seguin and Guadalupe County, Texas, a non-profit corporation organized under the Texas Non-Profit Corporation Act met in a regular board meeting held on the **February 21, 2013**, pursuant to the provisions of the organization's bylaws and therefore according to law.

There was present a quorum of the duly elected Board of Directors whereupon the following **Resolution**, upon motion duly made and seconded was unanimously adopted.

**Whereas**, The Activity Center of Seguin and Guadalupe County, Texas, must operate in accordance with the Constitution and By-Laws, Articles of Incorporation and Certificate of Merger of Domestic Corporations, approved by the Office of Secretary of State, and;

**Whereas**, the governing body of The Activity Center of Seguin and Guadalupe County, Texas request membership into and be merged as a unit of the Boys & Girls Clubs of South Central Texas;

**Whereas**, the new corporation shall be governed by a Board of Volunteers of the Boys & Girls Clubs of South Central Texas, and all current board members to serve as an Advisory Board;

**Whereas**, the governing body approved the registered agent of the new corporation is Mark A. Terry, Chief Executive Officer, Boys & Girls Clubs of South Central Texas, 400 Uhland Road, San Marcos, Texas 78666.

**Whereas**, all assets and existing liabilities of The Activity Center of Seguin and Guadalupe County, will be transferred to the new corporation;

**Whereas**, the period of duration of the new corporation is perpetual and purposed of serving the youth and public of Seguin (Guadalupe County) Texas;

**Whereas**, should the new corporation cease as an organization or to serve the purpose of serving the youth and public of Seguin (Guadalupe County) Texas, the building (624 Zorn Street, Seguin, Texas 78155), will be re-conveyed to the Activity Center of Seguin and Guadalupe County, Texas;

**Therefore Be It Resolved**, the Board of Directors of The Activity Center of Seguin and Guadalupe County, Texas, approved to amend the Constitution and By-Laws, Articles

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of Incorporation and Certificate of Merger of Domestic Corporations and placed them on public record;

**Resolved**, The Activity Center of Seguin and Guadalupe County, Texas, will be known as the Boys & Girls Clubs of South Central – Seguin Unit, Seguin, Texas;

Adopted by the Board of Directors of The Activity Center of Seguin and Guadalupe County, Texas, at an open meeting on February 21, 2013;

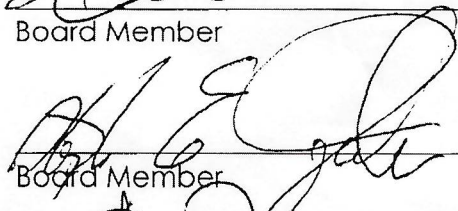
Adopted this 21<sup>st</sup> day of February 2013

Attest:



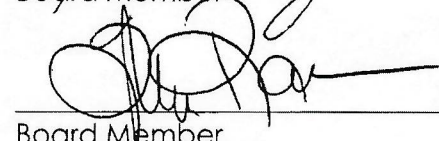
Board Member

Board Member



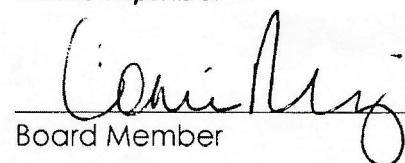
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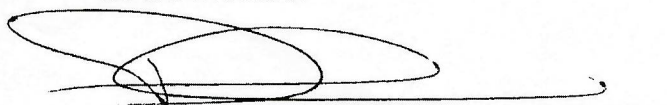
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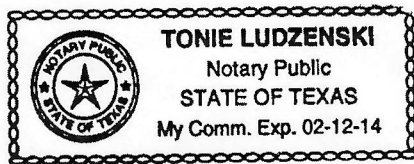
Board Member

STATE OF TEXAS

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COUNTY OF GUADALUPE

This instrument was acknowledged before me, a Notary Public, by William Edwards, Stephen Johnson, Sylvia Ramirez, Connie Ramirez, Charles S Mead and Dana Dawson Malaer.



*Tonie Ludzenski*  
Notary Public in and for Guadalupe County, Texas

Seguin Activity Center  
→ 624 Zorn St  
Seguin TX 78155

FILED FOR RECORD

13 APR 26 PM 2:49

TERESA KIEL  
COUNTY CLERK GUADALUPE COUNTY

BY *Courtney Casas*

STATE OF TEXAS  
COUNTY OF GUADALUPE  
I certify this instrument was FILED on the  
date and at the time stamped thereon and  
was duly recorded in the Official Public  
Records of Guadalupe County, Texas.



*Teresa Kiel*  
TERESA KIEL  
Guadalupe County Clerk