

**BYLAWS
of the
BINGLEWOOD NEIGHBORHOOD IMPROVEMENT FOUNDATION**

September 10, 2026

These Bylaws ("Bylaws") of the Binglewood Neighborhood Improvement Foundation (the "Foundation") were approved by a unanimous written consent of the Foundation's Board of Directors dated September 10, 2026. These Bylaws are subject to, and governed by, the Texas Business Organizations Code, as amended ("TBOC"), including the provisions applicable to nonprofit corporations. In the event of a direct conflict between these Bylaws and the Certificate of Formation ("Certificate of Formation"), the Certificate of Formation shall control. In the event of a direct conflict between these Bylaws or the Certificate of Formation and the mandatory provisions of the TBOC, the mandatory provisions of the TBOC shall control.

ARTICLE I – PURPOSES AND LIMITATIONS

Section 1.1 Charitable and Educational Purposes. The Foundation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, the Foundation will engage in activities designed to combat community deterioration, lessen the burdens of government, promote public safety, support beautification and maintenance of public or community spaces, and provide educational programs and resources for the benefit of the general public.

Section 1.2 Public Benefit; No Private Benefit. The Foundation shall be operated for public rather than private interests. The Foundation shall not be operated for the primary purpose of increasing private property values or providing services, improvements, or benefits limited to particular residents, property owners, directors, officers, or other private persons. The Foundation shall not function as a homeowners' association, shall not enforce private deed restrictions, and shall not provide services or improvements primarily benefiting particular private properties, except to the extent incidental to the accomplishment of the Foundation's charitable and educational purposes. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, any director, officer, private individual, or other private person, except that the Foundation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its exempt purposes.

Section 1.3 Prohibited Activities. No part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Foundation shall not participate in or intervene in, including by publishing or distributing statements, any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 1.4 Tax-Exempt Status. The Foundation intends to qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code and to ensure that contributions to it are deductible under Section 170(c)(2) of the Code. Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on any activity not permitted to be carried

on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 1.5 Powers. The Foundation is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the TBOC; *provided, however*, the Foundation shall neither have nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code. Subject to these limitations, the Foundation is expressly authorized to solicit, receive, hold, and administer monetary donations, in-kind contributions, public or private grants, and bequests of any kind, and to engage in any lawful fundraising activities necessary to support and advance the Foundation's exempt charitable and educational purposes.

ARTICLE II – OFFICES

Section 2.1 Principal Office. The principal office of the Foundation shall be located in Houston, Texas. The Foundation may have such other offices and its mailing address, email address, website, and other contact information shall be as determined by the Board of Directors from time to time.

Section 2.2 Registered Office and Registered Agent. The Foundation shall continuously maintain a registered agent and registered office within the State of Texas as required by the TBOC. The registered office and registered agent may be changed from time to time by the Board of Directors by majority vote, or upon the request of the person or entity then serving in that capacity, in accordance with Texas law.

ARTICLE III – BOARD OF DIRECTORS

Section 3.1 General Powers and Responsibilities. The Foundation shall be governed by a Board of Directors (collectively, the “Board” and individually, a “Director”), which shall have all of the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the TBOC. The Board shall establish policies and directives governing the business and programs of the Foundation and shall delegate to the officers of the Foundation, subject to the provisions of these Bylaws, authority and responsibility to ensure that the policies and directives are appropriately followed.

Section 3.2 No Members. The Foundation shall have no members within the meaning of the TBOC. Any references to “members,” “residents,” “supporters,” “participants,” or similar terms are for descriptive purposes only and shall not create voting rights, governance rights, ownership rights, or statutory membership rights.

Section 3.3 Number and Qualifications.

3.3.1 The Board shall have up to nine (9), but no fewer than three (3), Directors. The number of Directors may be increased or decreased by the affirmative vote of a majority of the Directors then in office. A Director need not be a resident of the State of Texas. Directors may also serve as officers of the Foundation.

3.3.2 In addition to the regular Directors of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *ex-officio* directors, but shall not have voting power, shall not count as one of the regular Directors, and shall not be eligible for office.

Section 3.4 Board Compensation. The Board shall receive no compensation other than reasonable expenses. However, provided the compensation structure complies with Section 7.8 of these Bylaws, nothing in these Bylaws shall be construed to preclude any Director from serving the Foundation in any other capacity and receiving compensation for services rendered.

Section 3.5 Board Elections. The Chair of the Board (or the Chair of the Governance Committee (if created by the Board)) or the Secretary of the Foundation shall present nominations for new and renewing Directors at the Board meeting immediately preceding the beginning of the next fiscal year. Recommendations shall be made known to the Board in writing before nominations are made and voted on. New and renewing Directors shall be approved by a majority of Directors then in office at a Board meeting at which a quorum is present.

Section 3.6 Chair of the Board. The President of the Foundation shall serve as the Chair of the Board unless a majority of the Directors then in office appoints another Director to serve as the Chair. The Chair shall preside at all meetings of the Board and have the power to call Board meetings. The Chair shall be responsible for leadership of the Board in discharging its powers and duties. The Chair may sign contracts and other legal instruments on behalf of the Foundation as authorized by the Board.

Section 3.7 Term of Directors. All appointments to the Board shall be for a term of three (3) years. There shall be no limit on the number of consecutive or non-consecutive terms a Director may serve. At the end of each three-year term, a majority of the Directors then in office shall vote to re-elect such Director or appoint a new Director to serve a new three-year term.

Section 3.8 Vacancies. Vacancies on the Board may be filled by a majority vote of the Directors then in office at a Board meeting at which a quorum is present. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.9 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the Board Chair, Secretary or the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3.10 Removal. A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a majority of Directors then in office at a Board meeting at which a quorum is present.

Section 3.11 Meetings. The Board's regular meetings may be held at such time and place as determined by the Board. Meetings must be held at a minimum of once per year and may be held quarterly or monthly at the discretion of the Board. The Chair or any Director may call a special meeting of the Board with a minimum of three (3) days' advance notice to each Director. Notice shall be served to each Director via hand delivery, courier service, U.S. mail, or e-mail. The Chair or any Director may fix any reasonable time or place as the location for holding any special

meeting of the Board. Meetings may be held in person, by telephone, by videoconference, or by any other means of remote communication by which all persons participating in the meeting are able to hear one another. Participation by such means shall constitute presence in person at the meeting.

Section 3.12 Minutes. At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time and may or may not have an agenda. In the event the Secretary is unavailable, the Chair shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, shall prepare minutes of the meetings which shall be placed in the minute book of the Foundation.

Section 3.13 Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Directors. Such consent shall be placed in the minute book of the Foundation and shall have the same force and effect as a unanimous vote of the Board taken at a meeting. The Directors' written consent may be executed in multiple counterparts, each of which shall be deemed an original for all purposes. Delivery of an executed version by email or by other electronic means is as effective as an original document.

Section 3.14 Quorum. At each meeting of the Board (or Board Committees, if created), a majority of the Directors then in office shall constitute a quorum for the purpose of transacting business. In the absence of a quorum, a majority of the Directors present may adjourn the meeting to another time without further notice until a quorum is secured. In the case of a tie vote, the motion fails. However, the Board may table the matter for further discussion and vote again at a subsequent meeting. Except as otherwise provided by law, the Certificate of Formation, or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board or Board Committee.

Section 3.15 Board Member Attendance. An elected Director who is absent from three (3) consecutive regular meetings of the Board during a fiscal year is encouraged to re-evaluate his or her commitment to the Foundation with the Board Chair. The Board may deem a Director who has missed three (3) consecutive regular meetings without such a re-evaluation to have resigned from the Board.

ARTICLE IV – OFFICERS

Section 4.1 Officers and Duties. The Board shall elect officers of the Foundation which shall include a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be determined by the Board from time to time. One person may hold any two or more offices, except that the offices of President and Secretary may not be held by the same person.

Section 4.2 President. The President shall be the chief executive officer of the Foundation. Unless another Director is appointed as Chair pursuant to Section 3.6 of these Bylaws, the President shall preside over all meetings of the Board and its Executive Committee (if created). The President shall be responsible for the day-to-day leadership of the Foundation and shall supervise its business and affairs as authorized by the Board. The President may sign contracts and other legal instruments on the Foundation's behalf in accordance with the signing authority

policies established by resolution of the Board from time to time or as provided in an annual budget approved by the Board.

Section 4.3 Vice President. The Vice President shall have all powers and duties of the President during the President's absence, disability, or disqualification, or during any vacancy in the position of President, and such other duties assigned by the President, the Board, or these Bylaws.

Section 4.4 Secretary. The Secretary shall (a) cause the minutes of all Board and Committee meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) cause notice of all meetings to be given, (d) attest the signatures of the Foundation's officers and Directors as required, (e) sign correspondence on behalf of the Board, and (f) have all other powers assigned by the Board, the President, or these Bylaws.

Section 4.5 Treasurer. The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the Foundation and shall report on the financial condition of the Foundation to the Board from time to time, and at least quarterly. Prior to the beginning of each fiscal year, the Treasurer shall cause a proposed operating and capital expenditure budget to be presented to the Board for approval. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing the Foundation's financial position at the close of the fiscal year. As directed by the Board, the Treasurer shall ensure that appropriate insurance or bonding is maintained to safeguard the Foundation's funds and assets.

Section 4.6 Election and Term of Office. All officers shall be elected by the Board and may serve an unlimited number of consecutive or non-consecutive one-year terms. The officers of the Foundation shall be elected annually at regular Board meetings as terms expire or vacancies arise. A vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason may be filled by the Board for the unexpired portion of such officer's term.

Section 4.7 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of a majority of the Directors then in office at a Board meeting at which a quorum is present, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE V – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 5.1 Corporate Indemnification. Pursuant to Section 8.101 of the TBOC, and unless expressly provided otherwise in the Certificate of Formation, these Bylaws, or applicable law, the Foundation shall indemnify and hold harmless its current and former directors, officers, committee members, and employees against any and all expenses, losses, damages, claims, or liabilities arising out of such individual's administrative functions or fiduciary responsibilities. This protection includes any expenses, losses, and liabilities caused by or resulting from an act or omission constituting the ordinary negligence of such individual in the performance of their functions or responsibilities to the fullest extent authorized by Texas law; *provided* that such

individual performed such functions or responsibilities in good faith and reasonably believed their actions to be in the best interests of the Foundation.

Section 5.2 Limitations on Indemnification. Notwithstanding the foregoing, the Foundation shall not indemnify any expenses, losses, or liabilities caused by or resulting from an individual's gross negligence or willful misconduct. Furthermore, no indemnification shall be provided if it would constitute an act of self-dealing, private inurement, an excess benefit transaction, or any other transaction prohibited under the Code, the TBOC, or applicable law.

ARTICLE VI – COMMITTEES

Section 6.1 Committees of the Board. The Board, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more standing or special committees (such as an Executive Committee or Governance Committee) to assist in the governance and operations of the Foundation. Each committee shall consist of two (2) or more Directors and may include non-Director advisors as determined by the Board; *provided, however*, that a committee may only exercise the delegated authority of the Board if all voting members of that committee are current Directors.

Section 6.2 Authority and Restrictions. To the extent provided in the Board's authorizing resolution, these Bylaws, or the Certificate of Formation, a committee shall have and may exercise the authority of the Board in the management of the Foundation. However, no committee shall have the authority to: (a) amend, alter, or repeal the Certificate of Formation or these Bylaws; (b) elect, appoint, or remove any Director or officer of the Foundation; (c) approve a plan of merger, consolidation, or dissolution of the Foundation; (d) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Foundation; or (e) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee.

Section 6.3 Committee Meetings. Regular and special meetings of any committee shall be governed by the same procedural, notice, quorum, and voting rules applicable to the Board of Directors as set forth in Article III of these Bylaws, adapted as necessary for the smaller size of the committee. Committees shall keep regular minutes of their proceedings and report the same to the Board.

ARTICLE VII – MISCELLANEOUS

Section 7.1 Fiscal Year. The fiscal year of the Foundation shall be from January 1st to December 31st.

Section 7.2 Annual Budget. The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount.

Section 7.3 Books and Records. The Foundation shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board and Board Committees.

Section 7.4 Contracts and Grants. The Board may authorize any officer(s) or agent(s) of the Foundation to enter into contracts, leases, and agreements with, and accept grants and loans from, the United States; its departments and agencies; the State of Texas; its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons. The President shall have authority to enter into such contracts and expend such funds on behalf of the Foundation in accordance with Section 4.2 of these Bylaws.

Section 7.5 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer(s) or agent(s) of the Foundation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and co-signed by the Treasurer.

Section 7.6 Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board shall select.

Section 7.7 Acceptance of Gifts. The Board may accept on behalf of the Foundation any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Foundation. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by the Foundation would be consistent with, and further the exempt purposes of, the Foundation.

Section 7.8 Conflict of Interest and Interested Transactions. Directors and officers must fully disclose any direct or indirect personal or financial interest in any contract or transaction presented to the Board. Any contract or transaction involving a matter in which a Director or officer is personally or financially interested shall be conducted strictly at arm's length. It must not violate restrictions prohibiting the Foundation's use of its funds for private benefit, and it must not jeopardize the Foundation's tax-exempt status. Any Director who would directly or indirectly benefit from such a transaction shall recuse themselves from the discussion and shall not participate in the vote on whether the Foundation should enter into such an agreement.

Section 7.9 Investments. The Foundation shall have the right to retain all or any part of any property—real, personal, tangible, or intangible—acquired by it in any lawful manner. Pursuant to the direction and judgment of the Board, the Foundation may invest and reinvest any funds held by it without being restricted to the class of investments typically available to trustees by law. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the Foundation is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

Section 7.10 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of the Foundation shall take any action or carry on any activity by or on behalf of the Foundation which is not permitted to be taken or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 7.11 Severability of Clauses. If any provision of these Bylaws is held illegal or unenforceable in judicial proceedings, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

Section 7.12 Winding Up and Dissolution. The activities of the Foundation shall be limited to those necessary to achieve its purpose. The Foundation does not contemplate pecuniary gain or profit to the Directors, officers or any private individuals and is organized solely for non-profit purposes. Upon the winding up and dissolution of the Foundation, after paying or adequately providing for all debts and obligations of the Foundation, the remaining assets shall be distributed exclusively for charitable, educational, religious, and/or scientific purposes to an organization that has established its tax-exempt status under Section 501(c)(3) of the Code. If the Foundation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the District Court of Harris County, Texas, upon petition by the Attorney General of the State of Texas or any other authorized person concerned with the liquidation.

Section 7.13 Amendment. Any amendment of these Bylaws, the Certificate of Formation, or other governing documents of the Foundation requires the affirmative vote of a majority of the Directors then in office at a Board meeting at which a quorum is present.

APPROVAL OF DIRECTORS

As of the date set forth below, we, being all of the members of the Board of Directors of the Binglewood Neighborhood Improvement Foundation, pursuant to the Certificate of Formation filed in the Office of the Secretary of State of Texas on September 10, 2026, under Charter Number 806742921, hereby approve and adopt the foregoing document as the initial Bylaws of the Foundation.

SIGNED AND APPROVED this 10th day of September, 2026.

BOARD OF DIRECTORS:



Jordan Kahan, Director



Chris Lane, Director



Jonathan A. Vanegas, Director

CERTIFICATION

I, the undersigned, being the President of the Binglewood Neighborhood Improvement Foundation, hereby certify that the foregoing Bylaws of Binglewood Neighborhood Improvement Foundation were adopted by a unanimous written consent of the Foundation's Board of Directors, and such Bylaws have not been modified or repealed, and are now in full force and effect as of this 10th day of September, 2026.

**BINGLEWOOD NEIGHBORHOOD
IMPROVEMENT FOUNDATION,
a Texas nonprofit corporation**

By: _____

David Cambra
President