

CERTIFICATE OF FORMATION

OF

GOW MEDIA, LLC

FILED
In the Office of the
Secretary of State of Texas

DEC 28 2016

Corporations Section

The undersigned, acting as the organizers of a limited liability company under the Texas Business Organizations Code (the "TBOC"), do hereby adopt the following articles in this certificate of formation for GOW MEDIA, LLC:

ARTICLE I

The filing entity being formed is a limited liability company. The name of the entity is Gow Media, LLC (the "Company").

ARTICLE II

The period of duration of the Company is perpetual, or until the earlier termination of the Company in accordance with the provisions of its company agreement.

ARTICLE III

The Company's business and purpose is to engage in any and all lawful business for which limited liability companies may be organized under the TBOC.

ARTICLE IV

The street address of the Company's initial registered office in Texas is 5353 W. Alabama Street, Suite 415, Houston, Texas 77056-5942 and the name of its initial registered agent at such address is David F. Gow.

ARTICLE V

The Company is to be managed by one or more managers. The number of initial managers, who shall serve as managers until their successors are duly elected, shall be one (1). The name and address of the initial manager is as follows:

<u>Name</u>	<u>Address</u>
David F. Gow	5353 W. Alabama Street, Suite 415 Houston, Texas 77056-5942

ARTICLE VI

Any action required by the TBOC to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interests having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the members without a meeting by less than

unanimous written consent shall be given to those members who did not consent in writing to the action.

ARTICLE VII

The name and address of the organizer is:

<u>Name</u>	<u>Address</u>
David F. Gow	5353 W. Alabama Street, Suite 415 Houston, Texas 77056-5942

ARTICLE VIII

A. The Company shall indemnify, to the fullest extent permitted by Texas law, every person who is or was an officer or manager of the Company and any person who, while an officer or manager of the Company, is or was serving at the request of the Company as manager, officer, director, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, limited liability company, or other enterprise with respect to all costs and expenses incurred by such person as a result of such person being made or threatened to be made a defendant or respondent in a proceeding by reason of his or her holding a position named above in this paragraph.

B. The Company shall advance expenses to any person named in paragraph A of this Article VIII who was, is, or is threatened to be made a party in a proceeding by reason of his or her holding a position named in paragraph A to the fullest extent permitted by Texas law.

C. It is the intent of the Company to indemnify the person referred to in this Article VIII to the fullest extent permitted by law. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, agreement, vote of members, the Company's company agreement, or otherwise, or under any policy or policies of insurance purchased and maintained by the Company on behalf of any such person, both as to action in his or her official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be an officer, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. The indemnification provided by this Article VIII shall be subject to all valid and applicable laws, and, in the event this Article VIII or any of the provisions hereof or the indemnification contemplated hereby are found to be inconsistent with or contrary to any such valid laws, the latter shall be deemed to control and this Article shall be regarded as modified accordingly, and, as so modified, shall continue in full force and effect.

E. This Article VIII does not eliminate or limit the liability of any person named in paragraph A of this Article VIII to the extent such person is found liable for: (i) a breach of the duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of the duty of care to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which such person received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such person's official capacity with the Company; or (iv) an act or omission for which the liability of such person is expressly provided by an applicable statute.


F. Any repeal or amendment of this Article VIII by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of any person named in paragraph A of this Article VIII existing at the time of such repeal or amendment. In addition to the circumstances in which such person is not liable as set forth in the preceding sentences, such person shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of such person as an agent of the Company.

ARTICLE IX

This Certificate of Formation becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is January 1, 2017, at 12:01 a.m.

IN WITNESS WHEREOF, this Certificate of Formation has been executed on December 28, 2016, to be effective at a later effective date as set forth in Article IX above, by the undersigned.

ORGANIZER:



David F. Gow

TEXAS SECRETARY of STATE
ROLANDO B. PABLOS

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BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 802613212 **Entity Type:** Domestic Limited Liability Company (LLC)
Original Date of Filing: December 28, 2016 **Entity Status:** In existence
Formation Date: N/A
Tax ID: 32062426963 **FEIN:**
Duration: Perpetual

Name: Gow Media, LLC
Address: 5353 W ALABAMA ST STE 415
 HOUSTON, TX 77056-5942 USA

<u>REGISTERED AGENT</u>		<u>FILING HISTORY</u>	<u>NAMES</u>	<u>MANAGEMENT</u>	<u>ASSUMED NAMES</u>	<u>ASSOCIATED ENTITIES</u>	
View Image	Document Number	Filing Type		Filing Date	Effective Date	Eff. Cond	Page Count
	706336360002	Certificate of Formation		December 28, 2016	January 1, 2017	No	3

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