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new name

Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

Header section A-K containing organization details: Name (Preservation Austin), EIN (74-6060685), address (Austin, TX 78768), and tax-exempt status (501(c)(3)).

Part I Summary: Financial statement with sections for Activities & Governance, Revenue, Expenses, and Net Assets or Fund Balances. Includes a table for revenue and expenses with columns for Prior Year and Current Year.

Part II Signature Block: Declaration of preparer under penalties of perjury.

Sign Here: Signature of officer and Type or print name and title.

Paid Preparer Use Only: Fields for preparer's name, signature, date, firm's name, EIN, and address.

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

SCANNED JAN 31 2013

RECEIVED JAN 15 2013

G2



EIN

Office of the Secretary of State

74-6060695

**CERTIFICATE OF FILING
OF**

Preservation Austin
11848301

[formerly: THE HERITAGE SOCIETY OF AUSTIN, INC.]

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 10/02/2012

Effective: 10/02/2012

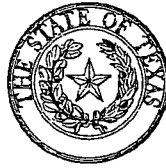


A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Form 424
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: See instructions



Certificate of Amendment

This space reserved for office use.

FILED
In the Office of the
Secretary of State of TEXAS

OCT 02 2012
Corporations Section

Entity Information

The name of the filing entity is:

Heritage Society of Austin

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- | | |
|-----------------------------------------------------------|-----------------------------------------------------------------|
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Professional Corporation |
| <input checked="" type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Partnership |

The file number issued to the filing entity by the secretary of state is: 11848301

The date of formation of the entity is: 1953

Amendments

1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

Preservation Austin

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable

2. Amended Registered Agent/Registered Office

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

Registered Agent
(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is:

| First Name | MI | Last Name | Suffix |
|------------|----|-----------|--------|
|------------|----|-----------|--------|

The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

C. The business address of the registered agent and the registered office address is:

| | | | |
|-----------------------------|--------|-------|----------|
| 500 Chicon | Austin | TX | 78702 |
| Street Address (No P O Box) | City | State | Zip Code |

3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference)

Add each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

Alter each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

Delete each of the provisions identified below from the certificate of formation.

Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing (Select either A, B, or C)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

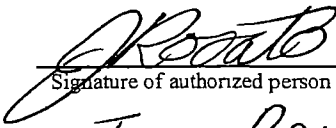
The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 9-5-12

By: _____



Signature of authorized person

JOHN ROSATO

Printed or typed name of authorized person (see instructions)

**Heritage Society of Austin
Motion for Amended Articles of Incorporation**

On November 28, 2012, The Heritage Society of Austin (HSA) Board of Directors unanimously approved a motion that HSA's Articles of Incorporation should be amended as follows:



**HERITAGE
SOCIETY OF
AUSTIN**

P O BOX 2113
AUSTIN TEXAS 78768
512-474-5198
FAX 512-476-8687

1. Article 1: Replace with text below:

The name of the corporation is Preservation Austin.

2. Article VI: Replace portion with italicized text below:

The direction and management of the affairs of the corporation.....composed of such number of persons, *not less than three (3) nor more than thirty-nine (39), as may be fixed by, or in the manner provided in, the bylaws. Until changed the number of directors shall be thirty-nine (39).* The directors shall continue to serve.....

3. Article VI: Replace existing board list with current board list.

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



Gwyn Shea
Secretary of State

Office of the Secretary of State

CERTIFICATE OF RESTATED ARTICLES OF

THE HERITAGE SOCIETY OF AUSTIN, INC.
11848301

The undersigned, as Secretary of State of Texas, hereby certifies that the Restated Articles for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Restated Articles.

Dated: 12/19/2002

Effective: 12/19/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Sasin

FAX(512) 463-5709

TTY7-1-1

RESTATED ARTICLES OF INCORPORATION
OF
THE HERITAGE SOCIETY OF AUSTIN, INC.

FILED
In the Office of the
Secretary of State of Texas
DEC 19 2002
Corporations Section

ARTICLE ONE

The name of the corporation is **The Heritage Society of Austin, Inc.** The corporation hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

The Articles of Incorporation are amended by the Restated Articles of Incorporation as follows:

Articles 2, 3, 4, 5, and 6 are deleted in their entirety and the following text is inserted in its place:

"ARTICLE II.

The corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

Subject to the provisions of Section 2.01 of the Texas Non-Profit Corporation Act, the corporation 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") or the corresponding provision of any future United States Internal Revenue Law. In particular, the purposes of the corporation shall include assisting in the preservation of buildings, markers, historical sites, works of art, documents, papers, pictures, records and writings of historical, traditional or cultural value; perpetuating those customs of the people and traditions and folklore which seem to beautify and enrich the community life in Austin; discovering and working toward development of areas of natural beauty and charm as well as those places of special natural history interests within the City of Austin and its environs; disseminating knowledge, promoting interest, encouraging study and research and acting in an advisory capacity to interested groups of persons and organizations regarding those things already enumerated; and cooperating with other persons, groups, organizations and agencies in

effectuating these objectives. The corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by members, officers and directors of the corporation and members of committees of the corporation, and to make payments and distributions in furtherance of the purposes set forth in this Article IV. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. In no event shall the corporation carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V.

The street address of the registered office of the corporation is 515 Congress Avenue, Suite 2300, Austin, Texas 78701, and the name of its registered agent at such address is Clarke Heidrick.

ARTICLE VI.

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons, not less than three (3) and not more than forty-six (46), as may be fixed by, or in the manner provided in, the bylaws. Until changed the number of directors shall be forty-six (46). The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the corporation. The names and residences of the persons who shall serve as directors of the corporation until their successors are duly elected and qualified are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------------|----------------|
| William Allensworth | Austin, Texas |
| James C. Armstrong | Austin, Texas |
| Betty Baker | Austin, Texas |
| M. Wayne Bell | Austin, Texas |
| Penny Burck | Austin, Texas |
| Genia Logan Blanchard | Austin, Texas |
| Brent Byers | Austin, Texas |
| Mary Beth Chalk | Austin, Texas |
| Jeff Chusid | Austin, Texas |
| Elizabeth Christian | Austin, Texas |
| Bill Cryer | Austin, Texas |
| Carl Daywood | Austin, Texas |

| | |
|---------------------|---------------|
| Cissie Ferguson | Austin, Texas |
| Liz Geise | Austin, Texas |
| Patti Hall | Austin, Texas |
| Freda Hamric | Austin, Texas |
| Whit Hanks | Austin, Texas |
| Jeff Harper | Austin, Texas |
| Nancy Nash Harper | Austin, Texas |
| Michelc Haussmann | Austin, Texas |
| Dealey D. Herndon | Austin, Texas |
| Andrew Heller | Austin, Texas |
| Lowell Lebermann | Austin, Texas |
| Claudette Lowe | Austin, Texas |
| Tom Madison | Austin, Texas |
| Peter Flagg Maxson | Austin, Texas |
| John Mayfield | Austin, Texas |
| Sue Brandt McBee | Austin, Texas |
| Michael McCullar | Austin, Texas |
| Dennis McDaniel | Austin, Texas |
| Martha Howard Moore | Austin, Texas |
| Rosemary Morrow | Austin, Texas |
| Karey Nalle | Austin, Texas |
| Tommy R. Navarre | Austin, Texas |
| Jon Newton | Austin, Texas |
| Patsy Nichols | Austin, Texas |
| Joe Pinnelli | Austin, Texas |
| Terry Quinn | Austin, Texas |
| Gay Ratliff | Austin, Texas |
| Julian Read | Austin, Texas |
| Vicki Roan | Austin, Texas |
| Marion Sanchez | Austin, Texas |
| Jim Steely | Austin, Texas |
| Lin Team | Austin, Texas |
| Michael E. Ward | Austin, Texas |
| David West | Austin, Texas |

ARTICLE VII.

The corporation shall have members. The membership of the corporation shall be determined as provided in the bylaws, and the bylaws shall define the voting rights, powers and privileges of the members

ARTICLE VIII.

No member of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

ARTICLE IX.

The initial bylaws of the corporation shall be adopted by its Board of Directors, and the power to amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, subject to Article 2.09B(3) of the Texas Non-Profit Corporation Act.

ARTICLE X.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the corporation's assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or as are described in Section 170(c)(1) or (2) of the Code or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be charged with a charitable public trust and shall be thereafter administered and applied to public charitable purposes by a trustee or trustees to be appointed pursuant to law by a court of competent jurisdiction.

ARTICLE XI.

No director shall be liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found liable for:

- (1) a breach of the director's duty of loyalty to the corporation or its members;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or its members or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) an act or omission for which the liability of the director is expressly provided by an applicable statute.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

ARTICLE XII.

Any action required by the Texas Non-Profit Corporation Act to be taken at any annual or special meeting of the members or directors, or any action which may be taken at any annual or special meeting of the members or directors or of any committee, may be taken without a meeting, if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voted. Each such written consent shall be executed, dated, and filed with the corporation in the manner required by Article 9.10 of the Texas Non-Profit Corporation Act.”

ARTICLE THREE

Each such amendment made by the Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such Restated Articles of Incorporation and each such amendment made by the Restated Articles of Incorporation were duly adopted on December 18, 2002 in the following manner:

The Restated Articles and the amendments made by such Restated Articles were adopted at a meeting of the members held on December 18, 2002, at which a quorum was present, and the Restated Articles and the amendments made by such Restated Articles received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

ARTICLE FOUR

The Articles of Incorporation and all amendments thereto are hereby superseded by the following Restated Articles of Incorporation, attached as **Exhibit A** hereto, which accurately copy the entire text thereof including any previous amendments and as amended as set forth above.

Dated this 18th day of December, 2002

The Heritage Society of Austin, Inc.

By: Michael E. Ward
Michael E. Ward, President

Attachment:

Exhibit A – Text of Restated Articles of Incorporation

EXHIBIT A

**RESTATED ARTICLES OF INCORPORATION
OF
THE HERITAGE SOCIETY OF AUSTIN, INC.**

ARTICLE I.

The name of the corporation is The Heritage Society of Austin, Inc.

ARTICLE II.

The corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

Subject to the provisions of Section 2.01 of the Texas Non-Profit Corporation Act, the corporation 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") or the corresponding provision of any future United States Internal Revenue Law. In particular, the purposes of the corporation shall include assisting in the preservation of buildings, markers, historical sites, works of art, documents, papers, pictures, records and writings of historical, traditional or cultural value; perpetuating those customs of the people and traditions and folklore which seem to beautify and enrich the community life in Austin; discovering and working toward development of areas of natural beauty and charm as well as those places of special natural history interests within the City of Austin and its environs; disseminating knowledge, promoting interest, encouraging study and research and acting in an advisory capacity to interested groups of persons and organizations regarding those things already enumerated; and cooperating with other persons, groups, organizations and agencies in effectuating these objectives. The corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its

members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by members, officers and directors of the corporation and members of committees of the corporation, and to make payments and distributions in furtherance of the purposes set forth in this Article IV. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. In no event shall the corporation carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V.

The street address of the registered office of the corporation is 515 Congress Avenue, Suite 2300, Austin, Texas 78701, and the name of its registered agent at such address is Clarke Heidrick.

ARTICLE VI.

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons, not less than three (3) and not more than forty-six (46), as may be fixed by, or in the manner provided in, the bylaws. Until changed the number of directors shall be forty-six (46). The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the corporation. The names and residences of the persons who shall serve as directors of the corporation until their successors are duly elected and qualified are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------|----------------|
| William Allensworth | Austin, Texas |
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| M. Wayne Bell | Austin, Texas |

| | |
|-----------------------|---------------|
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| Genia Logan Blanchard | Austin, Texas |
| Brent Byers | Austin, Texas |
| Mary Beth Chalk | Austin, Texas |
| Jeff Chusid | Austin, Texas |
| Elizabeth Christian | Austin, Texas |
| Bill Cryer | Austin, Texas |
| Carl Daywood | Austin, Texas |
| Cissie Ferguson | Austin, Texas |
| Liz Geise | Austin, Texas |
| Patti Hall | Austin, Texas |
| Freda Hamric | Austin, Texas |
| Whit Hanks | Austin, Texas |
| Jeff Harper | Austin, Texas |
| Nancy Nash Harpoc | Austin, Texas |
| Michele Haussmann | Austin, Texas |
| Dealey D. Herndon | Austin, Texas |
| Andrew Heller | Austin, Texas |
| Lowell Lebermann | Austin, Texas |
| Claudette Lowe | Austin, Texas |
| Tom Madison | Austin, Texas |
| Peter Flagg Maxson | Austin, Texas |
| John Mayfield | Austin, Texas |
| Sue Brandt McBee | Austin, Texas |
| Michael McCullar | Austin, Texas |
| Dennis McDaniel | Austin, Texas |
| Martha Howard Moore | Austin, Texas |
| Rosemary Morrow | Austin, Texas |
| Karey Nalle | Austin, Texas |
| Tommy R. Navarre | Austin, Texas |
| Jon Newton | Austin, Texas |
| Patsy Nichols | Austin, Texas |
| Joc Pinnelli | Austin, Texas |
| Terry Quinn | Austin, Texas |
| Gay Ratliff | Austin, Texas |
| Julian Read | Austin, Texas |
| Vicki Roan | Austin, Texas |
| Marion Sanchez | Austin, Texas |
| Jim Steely | Austin, Texas |
| Lin Team | Austin, Texas |
| Michael E. Ward | Austin, Texas |
| David West | Austin, Texas |

ARTICLE VII.

The corporation shall have members. The membership of the corporation shall be determined as provided in the bylaws, and the bylaws shall define the voting rights, powers and privileges of the members. .

ARTICLE VIII.

No member of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

ARTICLE IX.

The initial bylaws of the corporation shall be adopted by its Board of Directors, and the power to amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, subject to Article 2.09B(3) of the Texas Non-Profit Corporation Act.

ARTICLE X.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the corporation's assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or as are described in Section 170(c)(1) or (2) of the Code or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be charged with a charitable public trust and shall be thereafter administered and applied to public charitable purposes by a trustee or trustees to be appointed pursuant to law by a court of competent jurisdiction.

ARTICLE XI.

No director shall be liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate

or limit the liability of a director to the extent the director is found liable for:

- (1) a breach of the director's duty of loyalty to the corporation or its members;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or its members or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) an act or omission for which the liability of the director is expressly provided by an applicable statute.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

ARTICLE XII.

Any action required by the Texas Non-Profit Corporation Act to be taken at any annual or special meeting of the members or directors, or any action which may be taken at any annual or special meeting of the members or directors or of any committee, may be taken without a meeting, if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voted. Each such written consent shall be executed, dated, and filed with the corporation in the manner required by Article 9.10 of the Texas Non-Profit Corporation Act.

**Heritage Society of Austin
Motion for Amended Articles of Incorporation**

On November 28, 2012, The Heritage Society of Austin (HSA) Board of Directors unanimously approved a motion that HSA's Articles of Incorporation should be amended as follows:

1. Article 1: Replace with text below:

The name of the corporation is Preservation Austin.

2. Article VI: Replace portion with italicized text below:

The direction and management of the affairs of the corporation.....composed of such number of persons, *not less than three (3) nor more than thirty-nine (39), as may be fixed by, or in the manner provided in, the bylaws. Until changed the number of directors shall be thirty-nine (39).* The directors shall continue to serve.....

3. Article VI: Replace existing board list with current board list.