

FILED
In the Office of the
Secretary of State of Texas

DEC 14 2016

Corporations Section

**CERTIFICATE OF FORMATION
OF
OPENING DAY FOUNDATION**

I, the undersigned natural person of the age of eighteen (18) years or more, acting as organizer of a nonprofit corporation under the Texas Business Organizations Code (the "BOC"), do hereby adopt the following Certificate of Formation of Opening Day Foundation (the "Corporation"):

Article 1
Entity Name and Type

The filing entity being formed is a nonprofit corporation. The name of the entity is:

OPENING DAY FOUNDATION

Article 2
Registered Agent and Registered Office

The initial registered agent is an individual resident of the state of Texas whose name is set forth below:

GENTRY BEACH

The business address of the registered agent and the registered office address in Texas is:

**4416 Belclaire Avenue
Dallas, Texas 75205**

Article 3
Management

The management of the affairs of the Corporation is vested in the Board of Directors. The number of Directors constituting the initial Board of Directors and the names and addresses of the persons who are to serve as Directors until their successors are elected and qualified are as follows:

| NAME | ADDRESS |
|-----------------------|--|
| Gentry Beach | 4416 Belclaire Avenue Dallas, Texas 75205 |
| Tom Hicks, Jr. | 4416 Belclaire Avenue Dallas, Texas 75205 |

| NAME | ADDRESS |
|--------------------------|--|
| Donald Trump, Jr. | 4416 Belclaire Avenue Dallas, Texas 75205 |
| Eric Trump | 4416 Belclaire Avenue Dallas, Texas 75205 |

Article 4
Membership

The Corporation shall not have members.

Article 5
Purpose

The purpose for which the Corporation is formed is for the transaction of any and all lawful purposes for which a nonprofit corporation may be organized under the Texas Business Organizations Code and the Texas Tax Code. The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code" or "Code").

Article 6
Restrictions and Requirements

The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Code and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirement for receiving tax deductible charitable contributions under Section 170(c)(2) of the Code and related regulations, rulings, and procedures. Additionally, the Corporation may not:

1. Pay dividends or other corporate income to its members (if any), Directors, or officers.
2. Engage in activities or use its assets in a manner that does not further one or more exempt purposes, as set forth in the Certificate of Formation and defined by the Internal Revenue Code and related regulations, rulings and procedures, except to an insubstantial degree.
3. Distribute its assets on dissolution other than for one or more exempt purposes.
4. Permit any part of the Corporation's net earnings to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
5. Participate in, or intervene in, (including publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Article 7
Dissolution

Upon dissolution the Board of Directors shall cause the assets of the Corporation to be distributed for one or more charitable purposes. The assets will be distributed to an organization exempt from taxes under Section 501(c)(3) of the Code to be used to accomplish the general purposes for which the corporation was organized, as the Board of Directors in its sole discretion shall determine.

Article 8
Limitation of Director Liability

A Director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director, except that this Article 8 does not eliminate or limit the liability of a Director of the Corporation to the extent the Director is found liable for: (i) a breach of the Director's duty of loyalty to the Corporation or members; (ii) an act or omission not in good faith that constitutes a breach of duty of the Director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) 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 (iv) an act or omission for which the liability of a Director is expressly provided by an applicable statute. If the BOC or any other statute of the State of Texas hereafter is amended to authorize the further elimination or limitation of the liability of Directors of the Corporation, then the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the statutes of the State of Texas, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the limitation on the liability of a Director of the Corporation provided by the foregoing provision of this Article 8. Any repeal of or amendment to this Article 8 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 amendment.

Article 9
Organizer

Thomas M. Gregor
Gregor Rippy, PLLC
700 Louisiana, Suite 3950

Article 10
Effectiveness of Filing

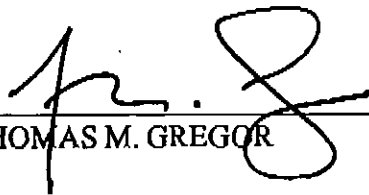
This document becomes effective when the document is filed by the secretary of state.

Article 11
Execution

IN WITNESS WHEREOF, the undersigned affirms that the person designated as registered agent has consented to the appointment. 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 to execute the filing instrument.

Date: December 14, 2016

ORGANIZER:



THOMAS M. GREGOR