

SWORN COMPLAINT BEFORE THE TEXAS ETHICS COMMISSION

An individual must be a resident of the state of Texas to be eligible to file a sworn complaint with the Texas Ethics Commission. The complainant is required to attach to the complaint a copy of one of the following documents:

- complainant's driver's license or personal identification certificate issued under Chapter 521 of the Transportation Code, or commercial driver's license issued under Chapter 522 of the Transportation Code; or
- a utility bill, bank statement, government check, paycheck or other government document that shows the name and address of the complainant and is dated not more than 30 days before the date on which the complaint is filed.

Effective September 1, 2009, an individual may also be eligible to file a sworn complaint with the Texas Ethics Commission if the individual owns real property in the state of Texas. Under this provision, the complainant will be required to attach to the complaint a copy of a property tax bill, notice of appraised value, or other government document that shows the name of the complainant, shows the address of the real property in Texas, and identifies the complainant as the owner of the real property.

OFFICE USE ONLY

Docket Number

Date Hand-delivered or Date Postmarked

I. IDENTITY OF COMPLAINANT

1 COMPLAINANT NAME	MS / MRS / MR	FIRST	MI		
	<i>KEFFER</i>	<i>JAMES</i>	<i>L</i>		
	NICKNAME	LAST	SUFFIX		
2 COMPLAINANT PHYSICAL ADDRESS	ADDRESS	APT / SUITE #:	CITY;	STATE;	ZIP CODE
	<i>1105 S. SEAMAN</i>		<i>EASTLAND</i>	<i>TX</i>	<i>76448</i>
	(Full home or business address, including street, city, state, and zip code)				
3 COMPLAINANT MAILING ADDRESS	ADDRESS	APT / SUITE #:	CITY;	STATE;	ZIP CODE
<input checked="" type="checkbox"/> (check if same as above)					
	(Full home or business address, including street, city, state, and zip code)				
4 COMPLAINANT TELEPHONE NUMBER	AREA CODE	PHONE NUMBER	EXT	5 COMPLAINANT E-MAIL ADDRESS	
		<i>254-629-8002</i>		<i>JIMK@EBAA.COM</i>	

II. IDENTITY OF RESPONDENT

6 RESPONDENT NAME	MS / MRS / <u>MR</u>	FIRST	MI		
		<i>Michael</i>	<i>Q</i>		
	NICKNAME	LAST	SUFFIX		
		<i>SULLIVAN</i>			
7 RESPONDENT POSITION OR TITLE	<i>President, Empower TEXANS</i>				
8 RESPONDENT PHYSICAL ADDRESS	ADDRESS	APT / SUITE #	CITY;	STATE;	ZIP CODE
	<i>11214 Windermere</i>		<i>Austin</i>	<i>TX</i>	<i>78759</i>
	(Full home or business address, including street, city, state, and zip code)				
9 RESPONDENT MAILING ADDRESS	ADDRESS	APT / SUITE #	CITY;	STATE;	ZIP CODE
<input checked="" type="checkbox"/> (check if same as above)					
	(Full home or business address, including street, city, state, and zip code)				
10 RESPONDENT TELEPHONE NUMBER	AREA	PHONE NUMBER	EXT	11 RESPONDENT E-MAIL ADDRESS (IF KNOWN)	
	<i>512</i>	<i>236-0201</i>		<i>msullivan@empower-texas.com</i>	
	<i>512</i>	<i>850-4336</i>			

GO TO PAGE 2

**A COMPLAINT WILL BE DISMISSED IF A COPY OF ONE OF THE FOLLOWING
DOCUMENTS IS NOT ATTACHED AS PROOF OF TEXAS RESIDENCY.**

Please check one of the boxes below to indicate the copy of the document you have attached to the complaint:

Texas driver's license

personal identification certificate
(issued under Chapter 521 of the Transportation Code)

commercial driver's license
(issued under Chapter 522 of the Transportation Code)

utility bill *

bank statement *

government check *

paycheck *

other government document *

CONCEALED HANDGUN LICENSE

* with name and address of complainant and dated not more than 30 days before the date on which the complaint is filed *

**VI. AFFIDAVIT
BASED ON PERSONAL KNOWLEDGE**

(Execute this affidavit if the acts alleged are within your direct personal knowledge.)

I, _____, complainant,
swear that I am a resident of the state of Texas. I swear that I have knowledge of the
facts alleged in this complaint and that the information contained in this complaint is
true and correct.

Signature of Complainant

AFFIX NOTARY STAMP / SEAL ABOVE

Sworn to and subscribed before me, by the said _____, this the _____ day of
_____, 20_____, to certify which, witness my hand and seal of office.

Signature of officer administering oath

Printed name of officer administering oath

Title of officer administering oath

**VII. AFFIDAVIT
BASED ON INFORMATION AND BELIEF**

(Execute this affidavit if the acts alleged are not within your direct personal knowledge, but are based on reasonable belief.)

I, JAMES L. KEFFER, complainant,
swear that I am a resident of the state of Texas. I swear that I have reason to believe
and do believe that the violation alleged in this complaint has occurred. The source
of my information and belief is

the documentation attached.



AFFIX NOTARY STAMP / SEAL ABOVE

[Signature]
Signature of Complainant

Sworn to and subscribed before me, by the said _____, this the 22 day of
March, 2012, to certify which, witness my hand and seal of office.


Gloria Johnson
Signature of officer administering oath

Gloria Johnson
Printed name of officer administering oath

Title of officer administering oath


Texas CONCEALED HANDGUN LICENSE

1515762



LICENCE # 02625818 CATEGORY: SA
DL/ID: TX 07540242
DOB 01/20/1953
EXPIRES: 01/20/2016
HAIR: BRO EYES: HAZ SEX: M
HT: 6-00 WT: 175
KEFFER, JAMES L.
1105 S SEAMAN
EASTLAND TX 78445

1515762



TEXAS
CONCEALED HANDGUN LICENSE
TX G C §411 SUB CH H

Handgun Categories:
NSA= Only handguns that are not semi-automatic
SA = All handguns, whether semi-automatic or not

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Effective September 1, 2009, an individual may also be eligible to file a sworn complaint with the Texas Ethics Commission if the individual owns real property in the state of Texas. Under this provision, the complainant will be required to attach to the complaint a copy of a property tax bill, notice of appraised value, or other government document that shows the name of the complainant, shows the address of the real property in Texas, and identifies the complainant as the owner of the real property.

OFFICE USE ONLY

Docket Number

Date Hand-delivered or Date Postmarked

I. IDENTITY OF COMPLAINANT

1 COMPLAINANT NAME	MS / MRS / MR	FIRST	MI
	NICKNAME	LAST	SUFFIX
VICKI D. TRUITT			
2 COMPLAINANT PHYSICAL ADDRESS	ADDRESS	APT / SUITE #:	CITY STATE: ZIP CODE
200 AUSTIN STREET , KELLER, TX 76248 (Full home or business address, including street, city, state, and zip code)			
3 COMPLAINANT MAILING ADDRESS	ADDRESS	APT / SUITE #:	CITY: STATE: ZIP CCDE
<input checked="" type="checkbox"/> (check if same as above) (Full home or business address, including street, city, state, and zip code)			
4 COMPLAINANT TELEPHONE NUMBER	AREA CODE	PHONE NUMBER	EXT
817 379-2433			
5 COMPLAINANT E-MAIL ADDRESS	RepTRUITT@VICKITRUITT.com		

II. IDENTITY OF RESPONDENT

6 RESPONDENT NAME	MS / MRS / <u>MR</u>	FIRST	MI
	NICKNAME	LAST	SUFFIX
Michael Q. SULLIVAN			
7 RESPONDENT POSITION OR TITLE	President, Empower TEXANS		
8 RESPONDENT PHYSICAL ADDRESS	ADDRESS	APT / SUITE #:	CITY: STATE: ZIP CODE
11214 Windermere Austin TX 78759 (Full home or business address, including street, city, state, and zip code)			
9 RESPONDENT MAILING ADDRESS	ADDRESS	APT / SUITE #:	CITY: STATE: ZIP CODE
<input checked="" type="checkbox"/> (check if same as above) (Full home or business address, including street, city, state, and zip code)			
10 RESPONDENT TELEPHONE NUMBER	AREA CODE	PHONE NUMBER	EXT
512 236-0201 512 850-4336			
11 RESPONDENT E-MAIL ADDRESS (IF KNOWN)	msullivan@empowertexas		

GO TO PAGE 2

A COMPLAINT WILL BE DISMISSED IF A COPY OF ONE OF THE FOLLOWING DOCUMENTS IS NOT ATTACHED AS PROOF OF TEXAS RESIDENCY.

Please check one of the boxes below to indicate the copy of the document you have attached to the complaint:

Texas driver's license

personal identification certificate
(issued under Chapter 521 of the Transportation Code)

commercial driver's license
(issued under Chapter 522 of the Transportation Code)

utility bill *

bank statement *

government check *

paycheck *

other government document * *Texas Concealed Handgun License*

* with name and address of complainant and dated not more than 30 days before the date on which the complaint is filed *

**VI. AFFIDAVIT
BASED ON PERSONAL KNOWLEDGE**

(Execute this affidavit if the acts alleged are within your direct personal knowledge.)

I, _____, complainant,
swear that I am a resident of the state of Texas. I swear that I have knowledge of the
facts alleged in this complaint and that the information contained in this complaint is
true and correct.

Signature of Complainant

AFFIX NOTARY STAMP / SEAL ABOVE

Sworn to and subscribed before me, by the said _____, this the _____ day of
_____, 20 _____, to certify which, witness my hand and seal of office.

Signature of officer administering oath

Printed name of officer administering oath

Title of officer administering oath

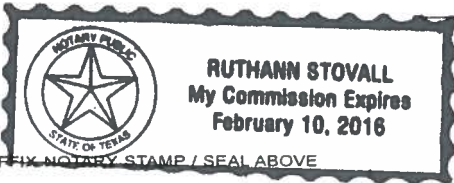
**VII. AFFIDAVIT
BASED ON INFORMATION AND BELIEF**

(Execute this affidavit if the acts alleged are not within your direct personal knowledge, but are based on reasonable belief.)

I, VICKI TRUITT, complainant,
swear that I am a resident of the state of Texas. I swear that I have reason to believe
and do believe that the violation alleged in this complaint has occurred. The source
of my information and belief is

the documentation attached.

Vicki Truitt
Signature of Complainant



AFFIX NOTARY STAMP / SEAL ABOVE

Sworn to and subscribed before me, by the said Vicki Truitt, this the 12th day of
March, 20 12, to certify which, witness my hand and seal of office.

Ruthann Stovall
Signature of officer administering oath

Ruthann Stovall
Printed name of officer administering oath

Notary Public
Title of officer administering oath

CONCEALED HANDGUN LICENSE


TEXAS
DEPARTMENT OF PUBLIC SAFETY
DIRECTOR

LICENSE #
01871081

TX DL/ID # 07398924
CATEGORY: SA
EXP: 02-18-2013
HAIR: BRO EYES: BRO SEX: F
HT: 5-02 WT: 160 DOB: 02-16-1954

TRUITT, VICKI DAHL
200 AUSTIN STREET
KELLER TX 76248

01082720081502



TEXAS
CONCEALED HANDGUN LICENSE
VCS ARTICLE 4413(29EE)

Handgun Categories

- NSA = Only handguns that are not semi-automatic
- SA = All handguns, whether semi-automatic or not



III. NATURE OF ALLEGED VIOLATION

Page 2

Include the specific law(s) or rule(s) alleged to have been violated. The Texas Ethics Commission has jurisdiction to enforce only the following laws: (1) Title 15 of the Election Code; (2) Chapters 302, 303, 305, 572, 2004 of the Gov't Code; (3) § 334.025 and § 335.055 of the Local Gov't Code; (4) Subchapter C, Chapter 159 of the Local Gov't Code, in connection with a county judicial officer who elects to file a financial statement with the commission; (5) § 2152.064 and § 2155.003 of the Gov't Code; (6) § 306.005 of the Gov't Code.

DURING THE LAST QUARTER OF 2010,
MICHAEL SULLIVAN, a.k.a. Michael
QUINN SULLIVAN, communicated directly
with one or more members of the
legislative branch to influence legislation.
That direct communication included
written communications directed to
elected members of the Texas House of
Representatives, and staff employed by
them expressing the action on legislation
preferred by Mr. Sullivan's employer.
The Texas Ethics Commission has no
record of Mr. Sullivan being registered
to lobby as provided by Chapter 305,
Government Code.

During the 2011 sessions of the Texas
Legislature, Michael Sullivan communicated
directly with one or members of the
Texas House of Representatives and their
staffs to influence legislation. The

ATTACH ADDITIONAL PAGES AS NEEDED

Nature of Alleged Violation (continued from Page 2)

Texas Ethics Commission has no record of Mr. Sullivan being registered to lobby as provided by Chapter 305, Government Code, during calendar year 2011.

On information and belief, Michael Sullivan was compensated in the amount of more than \$1000 in a calendar quarter by one or more persons (to wit, Empower Texans dba Texans for Fiscal Responsibility and Empower Texans Foundation, together referred to as “Empower Texans”) for communicating directly with one or more members of the legislative branch of Texas Government during the last quarter of 2010 and during the 2011 Sessions of the Texas Legislature to influence legislation. In addition, each of the forms of communication documented in this complaint satisfies the definition of “communicates directly with” in Section 305.002(3), Government Code. The terms “legislation” and “member of the legislative branch” as used in this complaint have the meanings assigned by Sections 305.002(6) and (7), respectively.

This complaint alleges that Michael Sullivan violated Chapter 305, Government and Texas Ethics Commission Rule 34.43(a) by failing to register as a lobbyist as required by that chapter (Section 305.003) and failing to file the lobby activity reports required by that chapter (Section 305.006).

IV. STATEMENT OF FACTS

Page 3

State the facts constituting the alleged violation(s), including the dates on which or the period of time in which the alleged violation(s) occurred. Identify allegations of fact not personally known to the complainant, but alleged on information and belief. Please use simple, concise, and direct statements.

The evidence supplied below shows that Michael Sullivan sought to influence legislation on behalf of his employer(s), Empower TEXANS, dba TEXANS for Fiscal Responsibility, by communicating directly with members and staff of the TEXAS Legislature during the last quarter of 2010 and during the 2011 sessions of the TEXAS legislature.

By letter dated November 4, 2010, MR. Sullivan communicated directly with members and members-elect of the TEXAS House of Representatives and one or more staff members employed by those legislators, for the purpose of influencing legislation as defined by section ~~305.002~~ 305.002(b)(B), Government Code. Example copy attached as EXHIBIT 1.

ATTACH ADDITIONAL PAGES AS NEEDED

Statement of Facts (Continued from Page 3)

By letter dated December 20, 2010, Mr. Sullivan communicated to members of the Legislature his preferred positions on 13 items that constitute legislation within the definition of Section 305.002(6), Government Code. On information and belief, this letter was sent to many members of the Texas House of Representatives, if not all members of the Legislature. **EXHIBIT 2**

By letter sent to members of the Texas House of Representatives in January of 2011, Mr. Sullivan stated his position regarding a matter defined as legislation by Section 305.002(6)(B), Government Code. (Note that this letter is dated January 5, 2010 but refers to a prior correspondence dated December 20, 2010. As a result, it is believed that the January letter was conveyed on January 5, 2011.) On information and belief, this letter was sent to many members of the Texas House of Representatives, if not all its members. **EXHIBIT 3**

By letter dated January 31, 2011, Mr. Sullivan's employee communicated to one or more members of the Legislature specific bills that constituted the Texans for Fiscal Responsibility "Priority Legislation for the 82nd Session." The letter directs legislators to updates of these priorities on the Empower Texans website, which is controlled by Mr. Sullivan in his capacity as President of that entity. (On information and belief, this letter was sent to many members of the Texas House of Representatives, if not all its members.) On information and belief, this letter was sent to many members of the Texas House of Representatives, if not all members of the Legislature. An email from Mr. Sullivan to members of the Texas House of Representatives dated June 9, 2011, refers legislators back to his legislative priorities as expressed in the January 31, 2011, and December 20, 2010, letters. **EXHIBIT 4**

By dated March 4, 2011 memorandum to members of the House of Representatives, Mr. Sullivan indicated his opposition to legislation to be considered soon after by the House enabling the use of the Economic Stabilization Fund for the then-current biennium. A calendar entry dated March 29, 2011, of a member of the Legislature documents Mr. Sullivan's following up on the March 4 memo at a meeting planned or held with Mr. Sullivan and members of the House of Representatives to discuss amendments to two pieces of legislation that were to come before the House the next day. **EXHIBIT 5**

On Wednesday, March 30, 2011, Michael Sullivan and others held a meeting in person that included one or more members of the Texas Legislature. On information and belief, this meeting was one of a series of meetings held on Wednesday mornings during the 2011 Regular Legislative Session with numerous legislators to discuss legislation. The documents attached as EXHIBIT 6 document the meeting on March 30, 2011, show the existence of the plan of regular meetings, indicate that meetings had been held prior to the March 30th meeting and indicate that future Wednesday meetings would be held following the March 30th meeting (see the sentence at

the bottom of the first page (“See you next Wednesday”). These documents show that multiple members of the House of Representatives were solicited for or attended such in-person meetings. **EXHIBIT 6**

On April 21, 2011 at 6:29AM, Michael Sullivan sent an email to a member of the Texas HOUSE. The email clearly states his employer’s desired legislative action on specific issues and specific legislation being considered by the Legislature at that time. On information and belief, this letter was sent to many members of the Texas House of Representatives, if not all members of the Legislature. **EXHIBIT 7**

On April 27, 2011 at 6:53AM, Michael Sullivan sent an email to a member of the Texas Legislature, in which Sullivan clearly states his employer’s desired legislative action on a specific legislative matter under consideration by the Legislature at that time. On information and belief, this letter was sent to many members of the Texas House of Representatives, if not all members of the Legislature. **EXHIBIT 8**

On May 2, 2011, Mr. Sullivan sent an email to members of the House of Representatives supporting the House version of specific legislation (SB 655) and opposing the Senate version of that legislation. On information and belief, this letter was sent to many members of the Texas House of Representatives, if not all members of the Legislature. **EXHIBIT 9**

By email on May 3, 2011 at 12:18PM, Michael Sullivan sent to one or more members of the Texas Legislature (and from the way it was addressed, apparently to all members of the Texas House of Representatives) stating the position of Sullivan’s employer regarding specific pieces of legislation, as well as potential amendments to that legislation, under consideration at that time and threatening retaliation against legislators who take a position adverse to his employer’s by awarding and publishing a negative rating on Empower Texans’ Fiscal Responsibility Index. Further, the email invites personal contact via phone numbers provided at the bottom of the email. **EXHIBIT 10**

By email on May 9, 2011 at 6:20PM, Michael Sullivan directly communicated with a member of the Texas Legislature expressing his employer’s position and preferred legislative action regarding specific legislation to be considered by one house of the Legislature the following day. On information and belief, this letter was sent to many members of the Texas House of Representatives, if not all its members. **EXHIBIT 11**

On May 12, 2011, at 2:07PM, Michael Sullivan sent an email to a member of the Legislature (and from the way it was addressed, apparently to all members of the Texas House of Representatives) stating his employer’s position and desired legislative action regarding two

specific pieces of legislation and inviting personal communication via two phone numbers.

EXHIBIT 12

On June 9, 2011, by email Mr. Sullivan informed members of the Texas House of Representatives of his preferred position on amendments to specific legislation that was scheduled to be voted on that day on the House floor. On information and belief, this letter was sent to many members of the Texas House of Representatives, if not all its members.

EXHIBIT 13

On January 12, 2012, Mr. Sullivan was interviewed by the Texas Tribune. A partial transcript of that interview appears below, in which he states the ways in which he and his firm directly communicate with legislators regarding legislation. (Use the link below to access the entire interview.)

EVAN SMITH: (What do you say to people who think that your scorecard on votes is not representative of legislators' voting records?)

MICHAEL QUINN SULLIVAN: *Number One...all of our votes...we announce in advance, we tell people in advance, the themes...the votes..the bills..um, or possible, the amendments. Um, we notify them through emails..through offices..letters to their offices..phone calls...every web..social media we post...those stuff...all of those kinds of things.* [emphasis added]

(Something intelligible.) ..So this way, they can tell us..."Oh wait..this bill doesn't do what it says it does, what you think it does.." or...we also after..as we're getting toward the end of the legislative session...say now these are the votes that are used..these are..the ones that we said we'll be looking into...we're using them because there's a recorded vote on them..so let us know..."

SOURCE: TribLive: Sullivan on His Infamous Scorecard:

<http://www.texastribune.org/search/?q=michael+quinn+sullivan&x=10&y=6>

Because Empower Texans dba Texans for Fiscal Responsibility holds the United States Internal Revenue Code designation of a 501(c)(4) entity, it must file an annual return designed as Form 990. Empower Texans has routinely filed these forms in the third quarter of the year following the close of the calendar year covered by the report. Therefore, Empower Texans has not yet filed the Form 990 applicable to the calendar year 2011.

For each of calendar years 2007, 2008, 2009 and 2010, the Forms 990 for Empower Texans filed with the United States Internal Revenue Service show that Mr. Sullivan has received compensation in the following amounts:

2007	\$85,000
2008	\$99,600
2009	\$99,600
2010	\$64,148*

*Empower Texans Foundation, which holds the United States Internal Revenue Code designation of 501(c)(3), also must file a Form 990. Its first filing was for 2010 and was filed in August of 2011, showing that it is likely this entity will also not file its 2011 Form 990 until the third quarter of 2012. There is an almost total overlap between the officers and directors of Empower Texans and Empower Texans Foundation. Michael Sullivan is listed as President of both and Tim Dunn is the Chairman of both. The Boards of both entities are dominated by members of the Dunn family. The entities share a website at <http://www.empowertexans.com/about/> and the coordinated nature of the entities is specifically spelled out at that URL.

Empower Texans Foundation reported on its 2010 Form 990 that Michael Sullivan was paid \$57,800 during that year by the Foundation, making his total compensation from these related entities some \$121,948.

In addition, the Form 990 filed by Empower Texans state that Michael Sullivan worked on average 40 hours per week for the entity. For purposes of Ethics Commission Rule 34.43(b), that would mean Mr. Sullivan would have only had to have exceeded 2 hours per week engaged in the activities described in this complaint, especially considering that the activities described in Ethics Commission Rule 34.3 are to be included in the calculation of the person's time. It is therefore reasonable to include that Mr. Sullivan exceeded 2 hours per week on these activities.

EXHIBIT 14 contains copies of the relevant pages of the cited Forms 990 above.

It should be noted that Michael Sullivan was a registered lobbyist for Empower Texans in each of the following years: 2007 (Client: Texans for Fiscal Responsibility); 2008 (Client: Empower Texans) and 2009 (Client: Empower Texans). In years before that, he was a registered lobbyist for another group. On information and belief, Michael Sullivan's activities in the 2011 Regular Session of the Texas Legislature were not materially different from prior sessions, in which he must have believed Chapter 305 applied to him.

Based on the foregoing history and documentation and Michael Sullivan's heavy involvement in 2010 and the 2011 Sessions of the Texas Legislature over multiple months, it is reasonable to conclude that he was compensated more than \$1000 in a calendar quarter by one or both of these

entities combined to communicate directly with members of the legislative branch to influence legislation.

The Texas Ethics Commission has no record of a Michael Sullivan or a Michael Quinn Sullivan registering or filing lobbyist activity reports under Chapter 305 of the Government Code.

EXHIBIT 15

Letters from two members of the House of Representatives dated January 19 and 20, 2012, document that Michael Sullivan “and/or the various entities he operates” made direct communications “routinely” and “regularly” to those members of the Legislature. On information and belief, and based on the documentation above, the purpose of those communications was very often an attempt to influence legislative action on legislation.

EXHIBIT 16

The exemption from the lobby registration requirement provided by Section 305.004(3) does not apply to Mr. Sullivan. Empower Texans is a corporation chartered under the Texas Nonprofit Corporation Act. As a nonprofit corporation, Empower Texans has *no stockholders*. The charter of Empower Texans provides that the nonprofit corporation *has no members*. On Part VI, Section A, Line 6, of Empower Texans’ 2010 Internal Revenue Service Form 990, the corporation stated that it *does not have members or stockholders*. **EXHIBIT 17**

CONCLUSION

Complainant has been unable to determine after diligent search and consideration that any exemption from the registration or reporting requirements of Chapter 305, Government Code, is applicable to Mr. Sullivan. The fact that he has been registered in a number of years prior to 2010 and 2011 suggests that he concluded during those years that his activities required him to comply with Chapter 305.

Despite the fact that Mr. Sullivan directly communicated with members of the legislative branch to influence legislation during the last quarter of 2010 and the legislative sessions of 2011 and was compensated beyond the threshold \$1000 per calendar quarter amount established by Texas Ethics Commission Rule 34.41, he did not register to lobby or file lobbyist activity reports as required by Chapter 305, Government Code.

Each year of such failure to comply with the registration requirements constitutes a separate violation and each failure to file a required lobbyist activity report is also a separate violation.

V. LISTING OF DOCUMENTS AND OTHER MATERIALS

Page 4

List all documents and other materials filed with this complaint. Additionally, list all other documents and other materials that are relevant to this complaint and that are within your knowledge, including their location, if known.

- Exhibit 1 - letter date 11/4/10 to Texas House Members
- Exhibit 2 - Example letters dated 12/20/10 to Texas House members
- Exhibit 3 - Example letter dated 1/5/10 to Texas House members
- Exhibit 4 - Example letter dated 1/31/11 to Texas House members
- Exhibit 5 - Example letter dated 3/4/11 to Texas House members
- Exhibit 6 - Email dated 3/30/11 to Texas House Member
Email dated 2/2/11 to Rep. Larry Taylor
- Exhibit 7 - Email ~~sent~~ dated 4/21/11 to Texas House Member
- Exhibit 8 - Email dated 4/27/11 to Texas House member
- Exhibit 9 - Email dated 5/2/11 to Texas House staffer for Rep. Perry
- Exhibit 10 - Email dated 5/3/11 to Texas House staffer for Rep. Craddick
- Exhibit 11 - Email dated 5/9/11 to Texas House member
- Exhibit 12 - Email dated 5/12/11 to Texas House member
- Exhibit 13 - Email dated 6/9/11 to Texas House member
- Exhibit 14 - Summary pages ~~and~~ compensation pages for Forms 990 submitted by Empower TEXAS ~~and Empower~~ for 2007-2010 and Empower TEXAS Foundation for 2010 to Internal Revenue Service
- Exhibit 15 - Letter dated 1/24/12 from Texas Ethics Commission saying Michael Quinn Sullivan did not register to lobby in 2010 or 2011

ATTACH ADDITIONAL PAGES AS NEEDED

Listing of documents and other materials (continued from Page 4)

Exhibit 16—Two letters dated January 19 and 20, 2012, from members of the Texas House of Representatives documenting Michael Sullivan’s frequent direct communications with members of the legislative branch to influence legislation.

Exhibit 17—Copy of the corporate charter of Empower Texans and the relevant part of its 2010 Form 990, each of which document that it has no members or stockholders.

EXHIBIT 1

November 4, 2010

Honorable Members
Texas House of Representatives
Austin, Texas

Dear Honorable Members and Members-Elect,

Tuesday night's resounding victory by conservatives in Texas and around the nation was not the result of any particular politician or group. It was the result of citizens rising up and making their voices clearly heard and it should be taken for precisely what it is: a mandate for conservative policy leadership.

The victory of nearly two dozen new conservative Republican legislators reflects the mood of Texas voters on the state's critical issues. It was a clarion call for conservative leadership in the Texas House -- leadership that has been absent the past two years. This desire for conservative leadership must be reflected from the Office of the Speaker to every committee chairmanship.

A change to a more conservative Speaker is in order. The voters who labored hard for this conservative majority expect it to diligently represent their conservative values.

Texans voted with the expectation they would see meaningful change for their businesses and families. The same conservative voters who made this near-supermajority possible will be just as engaged in the months ahead, as they have been leading up to Victory Night. These voters will be watching and actively participating.

We urge you take time to ask your constituents -- the people who walked your precincts and made calls to their neighbors; the people who voted for you -- what kind of person they want serving as the state's third-ranking constitutional officer, and what kind of committee chairs they expect. It is their right to be involved and engaged in this important decision.

We look forward to working with this reinvigorated conservative majority throughout the coming legislative session!


Respectfully,



Michael Quinn Sullivan
President, Empower Texans

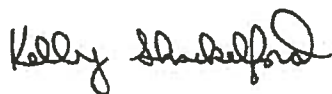


Tim Lambert
President, Home School Coalition



Peggy Venable
Americans for Prosperity -- Texas Director

/s/
Elizabeth Graham
Director, Texas Right to Life



Kelly Shackelford, Esq.
President & CEO, Liberty Institute



Richard Ford
President, Heritage Alliance

* organizations listed for description.

EXHIBIT 2

TEXANS FOR FISCAL RESPONSIBILITY

Tim Dunn
Chairman

Michael Quinn Sullivan
President

December 20, 2010

The Honorable Patricia Harless
Texas House
PO Box 2910
Austin, TX 78701

Dear Representative Harless,

Thank you for your service to the people of Texas.

As you know, Empower Texans / Texans for Fiscal Responsibility is a non-profit, non-partisan organization through which tens of thousands of voters from around the state work with and through to advance free market solutions, transparency, responsible government, and low taxes for the empowerment of all Texans.

With the start of the 82nd Session of the Texas Legislature, I wanted to share with you our organization's priorities and interests.

- Balance the budget without increasing taxes or creating new revenue sources.
- Oppose the creation of new taxes, granting of additional taxing authority, or creating any new taxing entities.
- Strengthen the constitutional expenditure limit, such as by requiring that the Legislature choose the lower of the change in the sum of population-plus-inflation or the current measure.
- Apply the same limitation to all political subdivisions and entities, while providing the option for an election to exceed the spending limit.
- Protect the state's Rainy Day Fund; RDF dollars should not be used for new or expanded programs and services. If RDF dollars are used to balance the budget, those funds should be applied only to non-recurring expenses.
- Reform the gross margins tax to limit its negative impact on all businesses.
- Expand 2007's HB 3430 to all taxpayer funded entities in Texas, including cities, counties, transit authorities and school districts – requiring the posting of expenditures online in a searchable format for public review.
- Reduce property taxes, and pursue policies to phase out the school M&O tax.
- Eliminate the burdensome and costly rollback petition gathering process by requiring an election if a local entity seeks to exceed the effective tax rate.
- Ensure fees and dedicated funds are used only for their statutory (constitutional) purposes.
- Enhance parental options in public education, and uncap the number of charter schools that can exist in Texas.
- Work against federal overreach by limiting Texas' reliance on federal grants and other funds, resist encroachment of federal regulations, and circumventing or overturning ObamaCare.
- Strengthen the integrity of the state's elections through voter ID and by securing voter registration and ballot-by-mail programs.

As we have done in the past, scores on the *Fiscal Responsibility Index* will be based on votes related to

[Continued on next page.]

these issues. We will calculate individual members' scores only on the votes actually taken, including any clarifying statements in the Journal. Sponsoring and co-sponsoring targeted legislation is likewise included in the scoring.

We will make every attempt during the legislative session to notify your office of the specific votes and legislation we will be scoring. Those will also be noted on our website.

Given the important role of the Speaker of the House in determining committee assignments and chairmanships, and thereby affecting the flow of legislation, the vote on the speakership may be included in the Index.

As we can be of assistance to you, or answer questions regarding these priorities, please do not hesitate to contact me. I can be reached on my direct line at 512-850-4336, or e-mail at msullivan@empowertexans.com.

While we may not always agree on the solutions to the issues facing our beloved state, please know we appreciate the sacrifice you make by honorably serving the people of Texas.

Respectfully,



Michael Quinn Sullivan

TEXANS FOR FISCAL RESPONSIBILITY

Tim Dunn
Chairman

Michael Quinn Sullivan
President

December 20, 2010

The Honorable Kelly Hancock
Texas House
PO Box 2910
Austin, TX 78701

Dear Representative Hancock,

Thank you for your service to the people of Texas.

As you know, Empower Texans / Texans for Fiscal Responsibility is a non-profit, non-partisan organization through which tens of thousands of voters from around the state work with and through to advance free market solutions, transparency, responsible government, and low taxes for the empowerment of all Texans.

With the start of the 82nd Session of the Texas Legislature, I wanted to share with you our organization's priorities and interests.

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- Apply the same limitation to all political subdivisions and entities, while providing the option for an election to exceed the spending limit.
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While we may not always agree on the solutions to the issues facing our beloved state, please know we appreciate the sacrifice you make by honorably serving the people of Texas.

Respectfully,



Michael Quinn Sullivan

EXHIBIT 3

TEXANS FOR FISCAL RESPONSIBILITY

Tim Dunn
Chairman

Michael Quinn Sullivan
President

, 2011

January 5, 2010

The Honorable Patricia Harless
Texas House
PO Box 2910
Austin, TX 78701

Dear Rep. Harless,

After questions from several of your colleagues, this is following up on our December 20th letter about the *Fiscal Responsibility Index* and how we will score the speakership vote.

As you know, at Texans for Fiscal Responsibility we are driven by policy outcomes, and therefore the speakership race is about the likelihood of achieving the policy victories Texas conservatives have been demanding. The first substantive vote of the first day of Session will set the policy tone for the following 139 days.

Joe Straus' record as the state's third-ranking constitutional officer leaves much to be desired for fiscal conservatives.

For example, the Speaker has said he opposes placing caps on property taxes, so the liberal Democrat he appointed to chair the Ways and Means Committee has promised to continue stopping taxpayer protections from seeing the light of day.

Mr. Straus' Transportation Committee chairman traveled the state this fall championing an increase in the gas tax, while another committee chairman is this week pushing for an increased sales tax to generate new revenues for the state.

For more than a year, we have publicly and privately asked the speaker to appoint better committee chairs by replacing the liberals he elevated to positions of House leadership. He could have replaced them at any time during the last year, or distanced himself from their policies, but chose not to do so – allowing them to subtly mold the legislative priorities of 2011 just as he did in 2009.

We will therefore negatively score a vote for Joe Straus as Speaker of the House on the next *Fiscal Responsibility Index*. Similarly, we will positively score a vote for Ken Paxton as Speaker of the House.

Page 1 of 2

In 2007, when both Mr. Straus and Mr. Paxton served in the Texas House and were rated on the *Fiscal Responsibility Index*, Rep. Straus earned a 71% rating – performing below the Republican average of 75%. Rep. Paxton earned a 100% rating.

In 2009, Mr. Paxton again earned a 100% rating. Meanwhile, Speaker Straus' committee chairs – who serve as a proxy reflecting the Speaker's leadership style and agenda – earned a 54% rating, *underperforming* the House' 56.8% average. Even the Straus GOP chairs earned only a 75%, significantly *lower* than the caucus' 82% average rating.

Mr. Straus and his leadership team are *less* fiscally conservative than the House and the Republican caucus.

When voting for the speaker, legislators are in effect voting for the leadership team and legislative priorities of the committee chairmen that speaker appoints. So regardless of *who* the speaker is this Session, we will assign on the *Index* additional positive and negative points for legislators based on whether or not their speaker's committee chairs hold hearings and votes on the conservative movement's priority legislation.

Speaker races are notoriously fluid. As the situation changes or updates, we will be in contact with your office. As always, please feel free to contact me at your convenience.

As always, I thank you for your service to the people of Texas and look forward to working with you throughout Session for sound public policy that enhances liberty and promotes opportunity for all Texans.

Respectfully Yours,



Michael Quinn Sullivan

EXHIBIT 4

TEXANS FOR FISCAL RESPONSIBILITY

Tim Dunn
Chairman

Michael Quinn Sullivan
President

January 31, 2011

The Honorable Charles Perry
Room E1.418
PO Box 2910
Austin, TX 78768

Dear Rep. Perry,

As you and your colleagues review legislation, Texans for Fiscal Responsibility looks forward to working with you to advance meaningful and important public policy that enhances the freedom and prosperity of all Texans.

To that end, we would like to take this opportunity to share with you specific legislative initiatives that are exemplary of the principles of limited government and fiscal responsibility (enclosed).

We plan to feature these items on our Fiscal Responsibility Index as legislative priorities. As you know, the Fiscal Responsibility Index serves as a measurement of how lawmakers perform on issues related to taxes and spending, size and scope of government, and related free market issues.

As we have done in previous Sessions, legislators signing on to legislation in the "priority" categories will receive additional positive weightings on the Fiscal Responsibility Index – improving their ratings. Choosing not to sign on to any of the "priority" legislation will not negatively impact a lawmaker's overall score on the Index.

We will no doubt add other pieces of legislation to these priority categories. If you have specific legislation we should review, please contact me via e-mail (akerr@empowertexans.com) or by phone at (512) 236-0201.

Throughout session we will post notices about votes subject to scoring on the Index, as well as priority legislation, on our website: www.EmpowerTexans.com/index

We remain appreciative of your service to the people of Texas by serving in the House.

Respectfully Yours,



Andrew Kerr
Executive Director, Texans for Fiscal Responsibility

Encl: Priority legislation

January 31, 2011

Texans for Fiscal Responsibility

Priority Legislation for the 82nd Session*

Strengthening the Constitutional Expenditure Limit

HB 851 by Rep. Hancock
HB 756 by Rep. Paxton
HJR 42 by Rep. Callegari

HJR 58 by Rep. Hancock
HJR 70 by Rep. Paxton



Protecting Taxpayers

HB 312 by Rep. Callegari
HB 609 by Rep. Zerwas
HB 798 by Rep. Creighton
HB 879 by Rep. C. Howard
HJR 18 by Rep. Branch
HJR 25 by Rep. Paxton
HJR 29 by Rep. Callegari
HJR 34 by Rep. Raymond

HJR 37 by Rep. Hughes
HJR 49 by Rep. C. Anderson
HJR 59 by Rep. Hancock
HJR 62 by Rep. Zerwas
HJR 74 by Rep. Creighton
HJR 79 by Rep. C. Howard
HJR 75 by Rep. Paxton
HJR 78 by Rep. Harper-Brown

Reforming the Gross Margins Tax

HB 146 by Rep. Laubenberg
HB 380 by Rep. Callegari

HB 476 by Rep. P. King
HB 579 by Rep. Callegari

Tax Reforms Protecting Veterans and Active Duty Service Members

HB 26 by Rep. Guillen
HB 95 by Rep. Fletcher
HB 313 by Rep. Pickett
HB 472 by Rep. C. Anderson
HB 781 by Rep. P. King

HJR 23 by Rep. Fletcher
HJR 47 by Rep. Kleinschmidt
HJR 48 by Rep. C. Anderson
HJR 72 by Rep. P. King

Limiting Government Overreach

HB 32 by Rep. Creighton
HB 97 by Rep. Paxton
HB 124 by Rep. Legler
HB 144 by Rep. Laubenberg
HB 203 by Rep. Hughes
HB 458 by Rep. White

HJR 24 by Rep. Paxton
HJR 27 by Rep. Legler
HJR 46 by Rep. White
HJR 51 by Rep. Christian
HJR 56 by Rep. Solomons

Integrity in Government

HB 246 by Rep. Johnson

** This is not a final list. Please see EmpowerTexans.com/index for updates.*

Catherine Rodman

From: Michael Quinn Sullivan [REDACTED]
Sent: Thursday, June 09, 2011 10:02 AM
To: Charles Perry
Subject: Votes on today's calendar

Honorable Members of the Texas House,

As with other fiscal matters legislation, votes on amendments to Senate Bills 1 and 2 today are subject to scoring on the Fiscal Responsibility Index, based on our general principles and the legislative priorities noted at the start of the Regular Session.

There will be a number of very good amendments by your colleagues today that we encourage you to support: reducing tax burdens, increasing transparency and protecting taxpayers.

We would specifically call to your attention amendments that would strip the so-called "Amazon" tax from SB1. Levying taxes, even in cyberspace, can have significant consequences in the physical world, affecting employment and economic growth. Before the legislature takes the state down a new tax path, there should be a lot more study and discussion about the ramifications.

If you have any questions, please do not hesitate to call TFR's executive director, Andrew Kerr, at 512-522-5355, or me at the number below.

Respectfully Yours,
Michael Quinn Sullivan

Michael Quinn Sullivan
Empower Texans / Texans for Fiscal Responsibility
P.O. Box 200248
Austin, TX 78720
Direct: (512) 850-4336
Main: (512) 236-0201
[REDACTED]

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EXHIBIT 5

TEXANS FOR FISCAL RESPONSIBILITY

Tim Dunn
Chairman

Michael Quinn Sullivan
President

MEMORANDUM

DATE: March 4, 2011
TO: Honorable Members of the Texas House
FROM: Michael Quinn Sullivan
SUBJECT: Economic Stabilization Fund vote

MS
Keel in
the

It is possible that within the next week or so the Texas House will consider legislation enabling the use of the Economic Stabilization Fund for the current biennium.

We oppose taking such an action at this time, and will negatively score such an action on the 2011 Fiscal Responsibility Index.

While it might be necessary later in session to use some funds for the current biennium, it would be neither prudent nor responsible for the legislature to drain half of the ESF dollars before making cuts in current spending. Rather than tap the ESF first, the legislature should instead implement current-biennium cost savings, such as furloughing non-essential employees and immediately shuttering agencies and programs targeted for closure in the next biennial budget.

Texas voters are anxious to see if campaign promises will match governing reality. Deciding to use the ESF now politically punts the budget ball dangerously into the next session.

We must remember every dollar taken from the fund leaves Texas that much more exposed should the national economy dip again, or the state face a series of costly hurricanes. Comptroller Susan Combs has even warned that the next session could be difficult – one reason being an explosion in Medicaid costs and caseloads that the Texas Public Policy Foundation recently estimated would require an additional \$10 billion to \$14 billion in general revenue.

It's popular to say Texas has a structural problem. I agree: a structural *spending* problem that cannot be fixed by raiding the state's piggy bank. Putting the state's spending in order should begin now, breaking the piggy bank as only a last resort.

Thank you for your service to the people of Texas.

Desiree Smith

Subject: Meeting with Van Taylor and 18 other Reps about Amendments for HB 4 and HB 275
Location: E2.020

Start: Tue 3/29/2011 4:30 PM
End: Tue 3/29/2011 6:30 PM

Recurrence: (none)

Meeting Status: Meeting organizer

Organizer: Bryan Hughes
Required Attendees: Daniel Deslatte; Cody Terry

3/29/2011 by DNS. Not confirmed.

Attendees: Confirmed: Talmadge Heflin from Texas Public Policy Foundation, Michael Quinn Sullivan of Empower Texans, Representative Phil King, Representative Ken Paxton, Representative Jodie Laubenberg, Representative Wayne Christian, Representative Leo Berman, Representative Jim Landtroop, Representative Bryan Hughes, Representative Tan Parker, Representative James White, Representative Van Taylor, Representative Bill Zedler

Tentative: Representative Ken Legler, Representative Erwin Cain, Representative Dan Flynn, Representative Charlie Howard

EXHIBIT 6

Allison Billodeau

From: Cindy Burkett [REDACTED]
Sent: Wednesday, March 30, 2011 9:19 PM
To: Cindy Burkett
Subject: FW: Hand outs

Cindy Burkett
[REDACTED]
[REDACTED]

"All that is necessary for evil to triumph is that good men do nothing." Edmund Burke

"To compel a man to subsidize with his taxes the propagation of ideas which he disbelieves and abhors is sinful and tyrannical." Thomas Jefferson

Date: Wed, 30 Mar 2011 14:34:23 -0700
From: msullivan@empowertexans.com
To: [REDACTED]
Subject: Hand outs

Cindy,

At this morning's meeting there were a couple hand-outs and charts folks asked to be e-mailed out. You'll find them attached.

As you know, our standing rule is that everything said at the center-right meeting is off-the-record and by invitation-only. But things that are handed out, are fair game to do with as one pleases!

From Arlene Wohlgemuth of TPPF:

1. <http://www.empowertexans.com/files/wedmtg/Romer-Bernstein-Forecast.xlsx>
2. <http://www.empowertexans.com/files/wedmtg/State-Govt-Spending-Charts.xlsx>

From Peggy Venable of AFP:

<http://www.empowertexans.com/files/wedmtg/AFP-letter.docx>

See you next Wednesday!

-mq

Michael Quinn Sullivan
Empower Texans / Texans for Fiscal Responsibility
P.O. Box 200248
Austin, TX 78720
msullivan@empowertexans.com



Don't want anymore e-mails from us? [Click here.](#)

Wes Starnes

Subject: MQ Meeting-ws
Location: TPPF: 900 Congress, Ste. 400

Start: Wed 2/2/2011 8:00 AM
End: Wed 2/2/2011 9:00 AM

Recurrence: Weekly
Recurrence Pattern: every Wednesday from 8:00 AM to 9:00 AM

Meeting Status: Accepted

RealReminderSet : 900

Larry,

On February 2, we will re-start for 2011 and the legislative session the Wednesday gather of the center-right movement. As we do during session, the meetings will start promptly at 8am, ending at 9am. We'll have healthy things like doughnuts and coffee at the ready...

As always, the meeting is off-the-record and by invitation-only. It's an opportunity to visit with your colleagues in conservative organizations and legislative offices, as well as friendly advocates.

Rain or shine, ice or heat, we will meet every Wednesday at 8am throughout Session. We'll try to send a reminder out on Tuesdays, especially when there is a particular item or issue on the docket!

Speaking of which, if you have something you want to pitch or talk about, let me know in advance so we can make sure the agenda has room

– but we'll also generally make sure at each gathering everyone can talk up their priorities.

There's no obligation to attend, just because you are on the invite list.

Again, these meetings are off-the-record and invite-only. If there is someone you would like to have invited, please let me know in advance.

Finally, our friends at TPPF generously let us use their conference room, 900 Congress, Ste. 400, for these gatherings.

Look forward to seeing you February 2!

-mq

EXHIBIT 7

Allison Billodeau

From: Michael Quinn Sullivan [info@empowertexans.com]
Sent: Thursday, April 21, 2011 6:29 AM
To: Cindy Burkett
Subject: Taxing Texas independence

EMPOWERTEXANS

April 21, 2011

[Empower Texans Foundation](#) | [Texans for Fiscal Responsibility](#) | [Empower Texans PAC](#)

QUOTING...

"Be men, be free men, that your children may bless their father's name."
-- *Sam Houston*, shortly before the Battle of San Jacinto



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House Passes The Health Care Compact!

By a vote of 102 to 46, the Texas House passed HB 5 last night. Special thanks to State Rep. **Lois Kolkhorst** (R-Brenahm) and her co-authors for taking the lead on this important legislation. And thank *you* for making calls in support of it!

Getting AgendaWise

If you've ever found yourself wondering what's going on behind the scenes that motivate politicians and the press, then you need to know about **AgendaWise**.

AgendaWise is a new organization launched by Empower Texans' former operations director, Daniel Greer. The research and writing team he has assembled will be reading between the lines and

It was 175 years ago today, Cindy, that Texas' founding patriots secured our independence from Mexico on the battle field of San Jacinto. Those texans were motivated by the promise of liberty, frustrated by high taxes and an unresponsive government.

Seems somehow blasphemous to think on San Jacinto Day that some Texas senators are looking for new taxes to levy on our state's economy. Yet...

Texas Senate's Business-Killer

In what might one day be seen as a textbook example of how to ruin a state's otherwise rebounding economy, the Texas Senate could be considering a business income tax in the very near future. Taking such a reckless action amounts to political *and* economic suicide.

State Sen. Steve Ogden (R-Bryan) filed Senate Joint Resolution 52 last week (a month after the filing deadline) that would change the state constitution to allow for a state business income tax by modifying the existing prohibition against all such taxes in the Lone Star State. That his fellow senators allowed Mr. Ogden to file the legislation after the deadline isn't a good sign for taxpayers.

For a state senate apparently obsessed with spending more than is available, killing the goose laying the state's golden economic eggs probably makes contorted sense.

Why No Taxpayer Protections?

Dustin Matocha notes that conservatives of all stripes agree on the importance of limiting the unchecked growth of government; a year that has lawmakers tightening the state's belt anyway seems like a good time to champion such commonsense, pro-taxpayer legislation. Yet, so far, House leaders are not.

State constitutional amendments accomplishing this goal were referred to the House Appropriations Committee months ago. To date, not one has even been scheduled for a hearing. With Republicans holding a supermajority in the Texas House, it is the perfect opportunity for Appropriations Committee Chairman Jim Pitts to promote what the Lone Star State's taxpayers and voters clearly expect and need.

US Senate Pledges

We're just eight months out from the US Senate filing season, and candidates are lining up to replace retiring Sen. Kay Bailey Hutchison.

Writing over at TaxpayerPledge.com, Andrew Kerr notes that on the Republican side of the ticket every announced and "exploring" candidate has signed the Taxpayer Protection Pledge: Michael Williams, Roger Williams, Tom Leppert, Ted Cruz, and Elizabeth Ames Jones. absent from that

shining sunlight on the issues and people making the news, and those writing it.

Empower Texans' board chairman, Tim Dunn, and president, Michael Sullivan, were both so excited by the vision and mission of AgendaWise that they asked to be included on the inaugural board of directors. (Daniel agreed.)

Gain new and additional perspective on Texas politics by making their daily reports part of your regular reading at www.AgendaWise.com.

list is the undeclared (but highly rumored) candidate, Lt. Gov. David Dewhurst.

Finding Your Legislator

Check out a new feature we're "soft-launching" this week: fyi.EmpowerTexans.com. This will let you look up your legislators' contact information – but soon, it will include a lot more relevant information for being an informed and engaged taxpayer!

Classroom Money

Also, check out our cool new web-app: action.ProtectTheClassroom.com. It draws together information about your school district from the raw Texas Education Agency data; not snapshots of other filtered data, but the real numbers.

Be Free!

Before the Battle of San Jacinto, Sam Houston urged his men to act boldly in battle so "that your children may bless their father's name." In considering the challenges of today, we must similarly engage boldly so the Lone Star State may shine ever more brightly.

For Texas,
Michael Quinn Sullivan
& the EmpowerTexans.com Team

Donate Now!

A piryx™

ON TWITTER? WE ARE TOO!

[Michael Quinn Sullivan](#) < > [Andrew Kerr](#) < > [Dustin Matocha](#) < > [Michele Samuelson](#)

Empower Texans / Texans for Fiscal Responsibility

PO Box 200248, Austin, TX 78720

(512) 236-0201

www.EmpowerTexans.com

This message was sent to cindy.burkett@house.state.tx.us.

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[Switch to text-based e-mails here.](#)

Click here to [unsubscribe from the list.](#)

EXHIBIT 8

Allison Billodeau

From: Michael Quinn Sullivan [info@empowertexans.com]
Sent: Wednesday, April 27, 2011 6:53 AM
To: Cindy Burkett
Subject: Taxpayer action needed today

April 27, 2011

EMPOWERTEXANS

[Empower Texans Foundation](#) | [Texans for Fiscal Responsibility](#) | [Empower Texans PAC](#)

TAXPAYER ACTION NEEDED!

The Texas Senate is preparing to pass a liberal budget that spends far beyond the taxpayers means. It does so by raiding the rainy day fund, using one-time revenue gimmicks, and simply kicks tough decisions dangerously down the road.

As you'll recall, the Texas House earlier this month passed a responsible budget, but now the Senate is poised to bust the bank.

Lt. Gov. David Dewhurst, who presides over the Senate, told reporters yesterday that he "disagreed" with senators wanting to take money for the new budget from the rainy day fund; he said he preferred balancing the budget through cuts to non-essential services, fixes to state law and using non-tax revenues where possible.

Gov. Rick Perry has also said he opposes raiding the fund, wanting legislators to send him a budget that lives within the currently available revenues.

Cindy, it's important that Texas senators hear from taxpayers like you today.

Contact Your Senator!

You can get your senator's contact info, *more* budget details and talking points at our coalition website, [Texans for a Conservative Budget: ConservativeBudget.com](#). There, you can also sign a petition letter we will print and hand-delivered to your senator.

For Texas,
Michael Quinn Sullivan
& the [EmpowerTexans.com Team](#)



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MAPPING THE HOUSE

The Texas House will today consider House Bill 150, drawing new boundaries for the state's 150 House districts. The map drawn by the House Redistricting Committee is supported by a lawsuit reform group and a Republican donors group.

However, some conservative legislators, tea party activists and Republican county officials have criticized the map as inappropriately punishing conservative legislators. An alternative map, by former State Rep. Joe Nixon, will be considered among others during the floor debate.

ON TWITTER? WE ARE TOO!

[Michael Quinn Sullivan](#) < [Andrew Kerr](#) < [Dustin Matocha](#) < [Michele Samuelson](#)

Empower Texans / Texans for Fiscal Responsibility

EXHIBIT 9

Cody Hill

From: Catherine Rodman on behalf of Charles Perry
Sent: Monday, May 02, 2011 10:13 AM
To: Cody Hill
Subject: FW: ALERT: Support the House version of SB 655

CMS – Michael Quinn Sullivan – Should already be in CMS, if not make a profile for him

Catherine Rodman
Legislative Aide/Scheduler
State Representative Charles Perry
512.463.0542

From: Michael Quinn Sullivan [REDACTED]
Sent: Thursday, April 28, 2011 1:46 PM
To: Charles Perry
Subject: ALERT: Support the House version of SB 655

Honorable Members of the Texas House,

As you consider SB 655 today, please know that we support the bill as carried by Rep. Keffer, and appreciate his hard work on the subject. (We did oppose the version passed by the Senate.)

Specifically, we believe the Texas Railroad Commission's continuity should be continued, so as to protect the state's ability to regulate the industry as Texans deem appropriate. Next, we want to ensure the Commission (regardless of the name) maintains three commissioners and keeps the administrative hearings under their purview.

Votes regarding these issues will be considered on the 2011 Fiscal Responsibility Index.

Respectfully,
Michael Quinn Sullivan

Michael Quinn Sullivan
Empower Texans / Texans for Fiscal Responsibility
P.O. Box 200248
Austin, TX 78720
[REDACTED]

EXHIBIT 10

Kate Huddleston

From: Michael Quinn Sullivan [REDACTED]
Sent: Tuesday, May 03, 2011 12:18 PM
To: Kate Huddleston
Subject: House votes today

Honorable Members of the Texas House,

As you take up business today, we urge great caution on the amendments being offered on HB 3790 and recommend opposing HB 3640.

While there are good reforms being offered to HB 3790 -- such as those by Reps. Weber, Cain and Isaac, for example -- many leave much to be desired. Indeed, many would move the state toward the failed fiscal model of California and other big-spending, big-taxing states.

In keeping with our letter from earlier this Session, and our general principles and legislative goals, we will very likely score votes on many of the amendments to HB 3790 on the Fiscal Responsibility Index.

For HB 3640, speeding up collection of the Gross Margins Tax represents a very real increase on tax burden in our economy. Not only must businesses not making money have to pay the tax, but this adds the additional insult of paying it more quickly. The tax should be repealed, not used to further squeeze the life out of businesses during a time of fragile economic recovery. *We will negatively score HB 3640.*

It is disappointing that while the House is rushing legislation to secure new revenues -- revenues many of your voters will no doubt feel as higher costs, even if they are not truly tax increases -- we have not seen move out of the Appropriations Committee any of the truly meaningful fiscal reforms, such as restructuring the state's spending limit.

With less than a month left in the Session, we should have seen those popularly supported measures move. No doubt, many conservative voters will be left wondering why this legislature did not take those measures to floor. Whether a wholesale change of the spending limit through a constitutional change, or a statutory restructuring, this is the perfect time to adjust how fast government can grow in the future.

Thank you for your service to the people of Texas. As we can of assistance or answer questions, please do not hesitate to call us at (512) 236-0201; my direct line is (512) 850-4336.

Respectfully Yours,

Michael Quinn Sullivan
President, Texans for Fiscal Responsibility

EXHIBIT 11

Allison Billodeau

From: Michael Quinn Sullivan [letters@empowertexans.com]
Sent: Monday, May 09, 2011 6:20 PM
To: Cindy Burkett
Subject: Call off House revenue hunt

EMPOWERTEXANS

May 9, 2011

[Empower Texans Foundation](#) | [Texans for Fiscal Responsibility](#) | [Empower Texans PAC](#)

Cindy,

It's telling that lawmakers are so busily pursuing new revenues this week, while the Appropriations Committee has refused to allow legislation to the floor that would limit future government growth. Conservatives should be worried about such priorities.

Legislation is scheduled for a vote tomorrow (Tuesday, May 10!) that would bring new dollars into the state coffers through a series of means. Most of those are one-time dollars that will nonetheless fund on-going government expenses. The worst of these is HB3640, which would speed up the payment of the Gross Margins Tax, among others.

All such revenue-grabbing legislation should be refused until the House votes on, and passes, a statutory improvement to the state's mostly meaningless existing expenditure limitation.

Good reform measures, both constitutional and statutory, have been filed by Reps. Kelly Hancock, Bill Callegari, Ken Paxton and others this session and in previous years. Indeed, the Appropriations Committee gave a perfunctory hearing on spending limit improvement, with no vote. The bills are hanging in committee, thanks to Chairman Jim Pitts.

On two different primary election ballots, Republican primary voters by 90 percent margins have called for the state to adopt a more strict limitation, such as the total of population growth and inflation. It's also been a mainstay of the GOP platform. (The current measure is projected income growth -- which is a half-step above no limit and something akin to throwing darts blindfolded.)

If this legislative session has taught us nothing else, it's that government spending must be constrained in good times, so that bad times don't present such bad choices. Indeed, if spending had been more tightly curtailed over the last two decades -- as noted repeatedly by Talmadge Heflin at the Texas Public Policy Foundation -- our budget picture would be much better.

Tight fiscal times are the perfect opportunity to restructure such limitations, to prevent irrationally excessive spending when the good times return. And a 101 seat Republican majority should have



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no trouble doing what their base voters so clearly demand.

Legislators who think they can hunt for new revenues out of the people's pockets, without limiting how deeply government can reach in the future, should think again about the message voters sent in November 2010, and have been sending repeatedly since.

Let's get real reforms to the spending limits this session!

For Texas,
Michael Quinn Sullivan
& the EmpowerTexans.com Team

ON TWITTER? WE ARE TOO!

[Michael Quinn Sullivan](#) < > [Andrew Kerr](#) < > [Dustin Matocha](#) < > [Michele Samuelson](#)

Empower Texans / Texans for Fiscal Responsibility

PO Box 200248, Austin, TX 78720

(512) 236-0201

www.EmpowerTexans.com

This message was sent to cindy.burkett@house.state.tx.us.

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EXHIBIT 12

Allison Billodeau

From: Michael Quinn Sullivan [msullivan@empowertexans.com]
Sent: Thursday, May 12, 2011 2:07 PM
To: Cindy Burkett
Subject: HBs 2593 and HB 2594

Honorable Members of the Texas House,

Based on discussions with several members about possible confusion, we oppose HBs 2593 and 2594 because of their interference in the free market.

We recommend a vote *against* HB 2593 and 2594.

Thank you for your service to the people of Texas. As we can of assistance or answer questions, please do not hesitate to call us at (512) 236-0201; my direct line is (512) 850-4336.

Respectfully Yours,

Michael Quinn Sullivan
President, Texans for Fiscal Responsibility

Michael Quinn Sullivan
Empower Texans / Texans for Fiscal Responsibility
P.O. Box 200248
Austin, TX 78720
msullivan@empowertexans.com

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EXHIBIT 13

Catherine Rodman

From: Michael Quinn Sullivan [REDACTED]
Sent: Thursday, June 09, 2011 10:02 AM
To: Charles Perry
Subject: Votes on today's calendar

Honorable Members of the Texas House,

As with other fiscal matters legislation, votes on amendments to Senate Bills 1 and 2 today are subject to scoring on the Fiscal Responsibility Index, based on our general principles and the legislative priorities noted at the start of the Regular Session.

There will be a number of very good amendments by your colleagues today that we encourage you to support: reducing tax burdens, increasing transparency and protecting taxpayers.

We would specifically call to your attention amendments that would strip the so-called "Amazon" tax from SB1. Levying taxes, even in cyberspace, can have significant consequences in the physical world, affecting employment and economic growth. Before the legislature takes the state down a new tax path, there should be a lot more study and discussion about the ramifications.

If you have any questions, please do not hesitate to call TFR's executive director, Andrew Kerr, at 512-522-5355, or me at the number below.

Respectfully Yours,
Michael Quinn Sullivan

Michael Quinn Sullivan
Empower Texans / Texans for Fiscal Responsibility
P.O. Box 200248
Austin, TX 78720
Direct: (512) 850-4336
Main: (512) 236-0201
[REDACTED]

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EXHIBIT 14

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2007

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

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.

A For the 2007 calendar year, or tax year beginning January 1, 2007, and ending December 31, 20 07

- Check if applicable
- Address change
- Name change
- Initial return
- Termination
- Amended return
- Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
Empower Texans
Number and street (or P O box if mail is not delivered to street address) Room/suite
P.O. Box 200248
City or town, state or country, and ZIP + 4
Austin, Texas 78720

D Employer identification number
20 4738399
E Telephone number
(512) 236-0201
F Accounting method: Cash Accrual
 Other (specify) ▶

G Website: ▶ www.empowertexans.com

J Organization type (check only one) ▶ 501(c) (4) ◀ (insert no.) 4947(a)(1) or 527

K Check here ▶ if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return

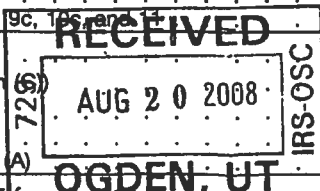
H and I are not applicable to section 527 organizations.
H(a) Is this a group return for affiliates? Yes No
H(b) If "Yes," enter number of affiliates ▶
H(c) Are all affiliates included? Yes No (If "No," attach a list. See instructions.)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No
I Group Exemption Number ▶
M Check ▶ if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **419,043**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

		(A) Securities		(B) Other			
Revenue	1 Contributions, gifts, grants, and similar amounts received:						
	a Contributions to donor advised funds					1a	0
	b Direct public support (not included on line 1a)					1b	419,007
	c Indirect public support (not included on line 1a)					1c	0
	d Government contributions (grants) (not included on line 1a)					1d	0
	e Total (add lines 1a through 1d) (cash \$ <u>419,007</u> noncash \$ <u>0</u>)					1e	419,007
	2 Program service revenue including government fees and contracts (from Part VII, line 93)					2	0
	3 Membership dues and assessments					3	0
	4 Interest on savings and temporary cash investments					4	36
	5 Dividends and interest from securities					5	0
Revenue	6a Gross rents					6a	0
	b Less: rental expenses					6b	0
	c Net rental income or (loss). Subtract line 6b from line 6a					6c	0
	7 Other investment income (describe ▶)					7	0
	8a Gross amount from sales of assets other than inventory						
	b Less: cost or other basis and sales expenses					8b	0
	c Gain or (loss) (attach schedule)					8c	0
d Net gain or (loss). Combine line 8c, columns (A) and (B)					8d	0	
9 Special events and activities (attach schedule). If any amount is from gaming, check here ▶ <input type="checkbox"/>							
a Gross revenue (not including \$ <u>0</u> of contributions reported on line 1b)					9a	0	
b Less: direct expenses other than fundraising expenses					9b	0	
c Net income or (loss) from special events. Subtract line 9b from line 9a					9c	0	
10a Gross sales of inventory, less returns and allowances							
b Less: cost of goods sold					10b	0	
c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a					10c	0	
11 Other revenue (from Part VII, line 103)					11	0	
12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11					12	419,043	
Expenses	13 Program services (from line 44, column (B))					13	175,233
	14 Management and general (from line 44, column (S))					14	241,504
	15 Fundraising (from line 44, column (D))					15	1,161
	16 Payments to affiliates (attach schedule)					16	0
	17 Total expenses. Add lines 13 and 14, column (A)					17	417,898
Net Assets	18 Excess or (deficit) for the year. Subtract line 17 from line 12					18	1,145
	19 Net assets or fund balances at beginning of year (from line 73, column (A))					19	9,023
	20 Other changes in net assets or fund balances (attach explanation)					20	1,120
	21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20					21	11,288

SCANNED SEP 09 2008



Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

OMB No. 1545-1150

2008

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

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

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$1,000,000 and total assets less than \$2,500,000 at the end of the year may use this form

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

A For the 2008 calendar year, or tax year beginning January 1, 2008, and ending December 31, 20 08

B Check if applicable:
 Address change
 Name change
 Initial return
 Termination
 Amended return
 Application pending

C Name of organization: Empower Texans
 Number and street (or P.O. box, if mail is not delivered to street address) Room/suite: _____
P.O. Box 200248
 City or town, state or country, and ZIP + 4:
Austin, TX 78720

D Employer identification number: 20-4738399

E Telephone number: (512) 236-0201

F Group Exemption Number: _____ ▶

G Accounting method: Cash Accrual
 Other (specify) ▶ _____

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

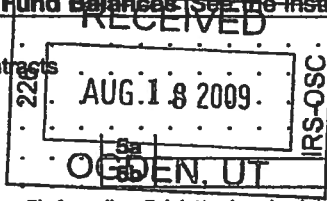
I Website: ▶ www.EmpowerTexans.com

J Organization type (check only one) — 501(c) (4) ◀ (insert no) 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$1,000,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ 384,901

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)			
	1 Contributions, gifts, grants, and similar amounts received	1	384,901
	2 Program service revenue including government fees and contracts	2	0
	3 Membership dues and assessments	3	0
	4 Investment income	4	0
Revenue	5a Gross amount from sale of assets other than inventory	5a	0
	b Less: cost or other basis and sales expenses	5b	0
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule)	5c	0
	6 Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	a Gross revenue (not including \$ <u>0</u> of contributions reported on line 1)	6a	0
	b Less: direct expenses other than fundraising expenses	6b	0
	c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	0
	7a Gross sales of inventory, less returns and allowances	7a	0
	b Less: cost of goods sold	7b	0
	c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	0
	8 Other revenue (describe ▶ _____)	8	0
	9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	384,901
Expenses	10 Grants and similar amounts paid (attach schedule)	10	0
	11 Benefits paid to or for members	11	0
	12 Salaries, other compensation, and employee benefits	12	153,872
	13 Professional fees and other payments to independent contractors	13	36,300
	14 Occupancy, rent, utilities, and maintenance	14	55,068
	15 Printing, publications, postage, and shipping	15	19,094
	16 Other expenses (describe ▶ <u>Publicity/Outreach & Travel</u>)	16	103,941
17 Total expenses. Add lines 10 through 16	17	368,275	
	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	16,626
Net Assets	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	11,288
	20 Other changes in net assets or fund balances (attach explanation)	20	4,490
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	6,798



Part II Balance Sheets. If Total assets on line 25, column (B) are \$2,500,000 or more, file Form 990 instead of Form 990-EZ. (See the instructions for Part II.)

	(A) Beginning of year		(B) End of year
22 Cash, savings, and investments	11,288	22	6,798
23 Land and buildings	0	23	0
24 Other assets (describe ▶ _____)	0	24	0
25 Total assets	11,288	25	6,798
26 Total liabilities (describe ▶ _____)	0	26	0
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	11,288	27	6,798

2009 SEP 10 10:53 AM
 SCANNED BY 22

65 19

Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 ▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
 ▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning January 1, 2009, and ending December 31, 20 09

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization Empower Texans		D Employer identification number 20 4738399
		Number and street (or P.O. box, if mail is not delivered to street address) Room/suite		E Telephone number 512-236-0201
		P.O. Box 200248		F Group Exemption Number ▶
		City or town, state or country, and ZIP + 4 Austin, TX 78720		

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual Other (specify) ▶	H Check <input type="checkbox"/> if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).
I Website: ▶ <u>www.EmpowerTexans.com</u>	
J Tax-exempt status (check only one) — <input checked="" type="checkbox"/> 501(c) (<u>4</u>) ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

		Revenue		Expenses		Net Assets	
1	Contributions, gifts, grants, and similar amounts received	1	399,988	10	Grants and similar amounts paid (attach schedule)	10	0
2	Program service revenue including government fees and contracts	2	0	11	Benefits paid to or for members	11	0
3	Membership dues and assessments	3	0	12	Salaries, other compensation, and employee benefits	12	154,855
4	Investment income	4	0	13	Professional fees and other payments to independent contractors	13	21,809
5a	Gross amount from sale of assets other than inventory	5a	0	14	Occupancy, rent, utilities, and maintenance	14	51,279
b	Less: cost or other basis and sales expenses	5b	0	15	Printing, publications, postage, and shipping	15	42,290
c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	0	16	Other expenses (describe ▶ <u>Publicity/Outreach and Travel</u>)	16	100,014
6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ▶ <input type="checkbox"/>			17	Total expenses. Add lines 10 through 16	17	365,147
a	Gross revenue (not including \$ <u>0</u> of contributions reported on line 1)	6a	0	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	29,741
b	Less: direct expenses other than fundraising expenses	6b	0	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	6,798
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	0	20	Other changes in net assets or fund balances (attach explanation)	20	
7a	Gross sales of inventory; less returns and allowances	7a	0	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	36539
b	Less: cost of goods sold	7b	0				
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	0				
8	Other revenue (describe ▶ _____)	8	0				
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	399,988				

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

		(See the instructions for Part II.)	
		(A) Beginning of year	(B) End of year
22	Cash, savings, and investments	6,798	22 36,539
23	Land and buildings	0	23 0
24	Other assets (describe ▶ _____)	0	24 0
25	Total assets	6,798	25 36,539
26	Total liabilities (describe ▶ _____)	0	26 0
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	6,798	27 36,539

SCANNED SEP 21 2010

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13

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

OMB No. 1545-0047

2010

Department of the Treasury
 Internal Revenue Service

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



A For the **2010** calendar year, or tax year beginning **2010**, and ending **2010**

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization **EMPOWER TEXANS**
 Doing Business As **TEXANS FOR FISCAL RESPONSIBILITY**
 Number and street (or P.O. box if mail is not delivered to street addr) Room/suite
P.O. BOX 200248
 City, town or country State ZIP code + 4
AUSTIN TX 78720

D Employer identification number
20-4738399

E Telephone number
(512) 236-0201

F Name and address of principal officer:
MICHAEL SULLIVAN P.O. BOX 200248 AUSTIN TX 78720

G Gross receipts \$ **716,010.**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If 'No,' attach a list. (see instructions)

I Tax-exempt status 501(c)(3) 501(c) (4) (insert no.) 4947(a)(1) or 527

J Website: ▶ **WWW.EMPOWERTEXANS.COM**

K Form of organization Corporation Trust Association Other ▶ **L** Year of formation **2006** **M** State of legal domicile **TX**

Part I Summary

1 Briefly describe the organization's mission or most significant activities: **EMPOWER TEXANS EDUCATES TEXANS ON ISSUES AND PROVIDES CITIZENS WITH A MECHANISM TO ENGAGE IN THE PUBLIC POLICY PROCESS.**

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a)	3	4
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	3
5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	2
6 Total number of volunteers (estimate if necessary)	6	50
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	399,988.	710,295.
9 Program service revenue (Part VIII, line 2g)		
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		28.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		5,687.
12 Total revenue -- add lines 8 through 11 (must equal Part VIII, column (A), line 12)	399,988.	716,010.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
14 Benefits paid to or for members (Part IX, column (A), line 4)		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	154,855.	102,935.
16a Professional fundraising fees (Part IX, column (A), line 11e)		
b Total fundraising expenses (Part IX, column (D), line 25) ▶	14,607.	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-240)	215,392.	463,745.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	370,247.	566,680.
19 Revenue less expenses. Subtract line 18 from line 12	29,741.	149,330.
20 Total assets (Part X, line 16)	Beginning of Current Year 36,539.	End of Year 185,869.
21 Total liabilities (Part X, line 26)		
22 Net assets or fund balances. Subtract line 21 from line 20	36,539.	185,869.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer: *Michael Quinn Sullivan* Date: **8/13/2011**

Type or print name and title: **Michael Quinn Sullivan**

Paid Preparer Use Only

Print/Type preparer's name: **Peter L. Allman, CPA** Preparer's signature: *Peter L. Allman* Date: **8/13/2011** Check if PTIN

Firm's name: **Allman and Associates**
 Firm's address: **9600 Great Hills Trail, Suite 200, Austin, TX 78759**

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

BAA For Paperwork Reduction Act Notice, see the separate instructions.

SCANNED AUG 25 2011

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's current key employees, if any See instructions for definition of 'key employee'
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees, officers; key employees, highest compensated employees; and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) <u>TIM DUNN</u> CHAIRMAN	1.00	X		X			0.	0.	0.	
(2) <u>LEE DUNN</u> TRUSTEE	1.00	X					0.	0.	0.	
(3) <u>LUKE DUNN</u> TRUSTEE	1.00	X					0.	0.	0.	
(4) <u>MICHAEL SULLIVAN</u> PRESIDENT	40.00	X		X			64,148.	68,251.	0.	
(5) _____										
(6) _____										
(7) _____										
(8) _____										
(9) _____										
(10) _____										
(11) _____										
(12) _____										
(13) _____										
(14) _____										
(15) _____										
(16) _____										
(17) _____										

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of 'key employee'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) TIM DUNN CHAIRMAN	1.00	X		X				0.	0.	0.
(2) LEE DUNN TRUSTEE	1.00	X						0.	0.	0.
(3) LUKE DUNN TRUSTEE	1.00	X						0.	0.	0.
(4) MICHAEL SULLIVAN PRESIDENT	40.00	X		X			64,148.	68,251.	0.	
(5) -----										
(6) -----										
(7) -----										
(8) -----										
(9) -----										
(10) -----										
(11) -----										
(12) -----										
(13) -----										
(14) -----										
(15) -----										
(16) -----										
(17) -----										

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2010

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

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

A For the 2010 calendar year, or tax year beginning 2010, and ending

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization **EMPOWER TEXANS FOUNDATION**
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street add) Room/suite
PO BOX 200248
 City, town or country State ZIP code + 4
AUSTIN TX 78720

D Employer identification number
27-1553324

E Telephone number
(512) 236-0201

F Name and address of principal officer:
TIM DUNN PO BOX 200248 AUSTIN TX 78720

G Gross receipts \$ **202,351.**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If 'No,' attach a list. (see instructions)

I Tax-exempt status 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: **WWW.EMPOWERTEXANS.COM**

K Form of organization: Corporation Trust Association Other

L Year of formation: **2009** **M** State of legal domicile **TX**

N(c) Group exemption number

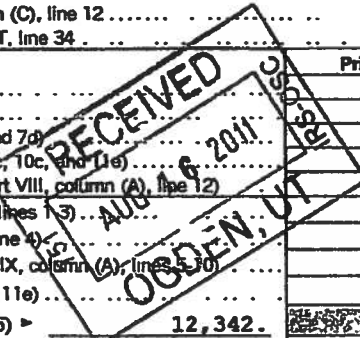
Part III Summary

1 Briefly describe the organization's mission or most significant activities: THE EMPOWER TEXANS FOUNDATION ENGAGES THE PUBLIC ON LEGISLATIVE AND POLICY ISSUES, ENCOURAGING THE SOUND STEWARDSHIP OF THE TAXPAYERS' RESOURCES.

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a)	3	6
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	5
5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	2
6 Total number of volunteers (estimate if necessary)	6	6
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	
b Net unrelated business taxable income from Form 990-T, line 34	7b	

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)		202,351.
9 Program service revenue (Part VIII, line 2g)		
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
12 Total revenue -- add lines 8 through 11 (must equal Part VIII, column (A), line 12)		202,351.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
14 Benefits paid to or for members (Part IX, column (A), line 4)		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		110,963.
16a Professional fundraising fees (Part IX, column (A), line 11e)		
b Total fundraising expenses (Part IX, column (D), line 25)	12,342.	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		90,825.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		201,788.
19 Revenue less expenses. Subtract line 18 from line 12		563.
	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)		2,221.
21 Total liabilities (Part X, line 26)		1,658.
22 Net assets or fund balances. Subtract line 21 from line 20		563.



Part IV Signature Block

Under penalties of perjury, I declare that I have prepared this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature of officer: Michael Jim Sullivan, President Date: 12 Aug 2011
 Type or print name and title.

Paid Preparer Use Only
 Print/type preparer's name: Peter L. Allman, CPA Preparer's signature: Peter L. Allman Date: 08/12/11
 Firm's name: Allman and Associates Check if PTRN
 Firm's address: 9600 Great Hills Trail, Suite 100, Austin, TX 78759

May the IRS discuss this return with the preparer shown above? (see instructions)
BAA For Paperwork Reduction Act Notice, see the separate instructions.

SCANNED AUG 25 2011

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's current key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) TIM DUNN CHAIRMAN	1.00	X		X			0.	0.	0.	
(2) LUKE DUNN DIRECTOR	1.00	X					0.	0.	0.	
(3) LEE DUNN DIRECTOR	1.00	X					0.	0.	0.	
(4) MICHAEL SULLIVAN DIRECTOR	20.00	X		X			57,800.	74,599.	0.	
(5) JEFF SANDEFER DIRECTOR	1.00	X					0.	0.	0.	
(6) JOEL TRAMMEL DIRECTOR	1.00	X					0.	0.	0.	
(7) -----										
(8) -----										
(9) -----										
(10) -----										
(11) -----										
(12) -----										
(13) -----										
(14) -----										
(15) -----										
(16) -----										
(17) -----										

EXHIBIT 15

TEXAS ETHICS COMMISSION

P.O. Box 12070, Capitol Station
Austin, Texas 78711-2070

Tom Ramsay
Chair

Jim Clancy
Vice Chair

David A. Reisman
Executive Director



Commissioners

Hugh C. Akin
Tom Harrison
Paul W. Hobby
Bob Long
Paula M. Mendoza
Chase Untermeyer

January 24, 2012

[REDACTED]
[REDACTED]
[REDACTED]

Dear [REDACTED],

The Texas Ethics Commission verifies that **no Lobby Registrations for the years of 2010 and 2011** were received by the Texas Ethics Commission on Michael Quinn Sullivan.

Sincerely,

A handwritten signature in cursive script, appearing to read "Lisa Noblin".

Lisa Noblin
Senior Public Records Analyst
Disclosure Filings Division

Come visit our home page at <http://www.ethics.state.tx.us> on the Internet.

(512) 463-5800 • FAX (512) 463-5777 • TDD 1-800-735-2989

The Texas Ethics Commission does not discriminate on the basis of race, color, national origin, sex, religion, age or disability in employment or the provision of services.

EXHIBIT 16

State of Texas
House of Representatives



District Office:
P.O. Box 535
Lake Dallas, Texas 75065
(940) 321-0013

Capitol Office:
P.O. Box 2910
Austin, Texas 78768-2910
(512) 463-0582
e-mail: myra.crownover@house.state.tx.us

Myra Crownover
District 64
January 19, 2012

[REDACTED]
[REDACTED]
[REDACTED]

Dear [REDACTED],

In response to your open records request for any and all correspondence between Representative Myra Crownover and Michael Quinn Sullivan I have enclosed two emails that we have in our possession from Mr. Sullivan to Representative Crownover's email account.

Representative Crownover does regularly receive an unsolicited e-newsletter from Empower Texans and other unsolicited emails from groups Mr. Sullivan is affiliated with. However, those emails have been deleted in accordance with our records retention policy. The Representative regularly receives unsolicited emails from hundreds of groups and organizations and, as such, they are deleted on a regular basis..

Regarding personal contact and phone conversations we have no record of personal contact or phone conversations that fall within your request.

Please let me know if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Kevin Cruser".

Kevin Cruser
General Counsel



JERRY MADDEN
STATE REPRESENTATIVE
DISTRICT 67

January 20, 2012

CAPITOL OFFICE:
P.O. BOX 2910
AUSTIN, TX 78768-2910
(512) 463-0544
FAX: (512) 463-9974

DISTRICT OFFICE:
P.O. BOX 940844
PLANO, TX 75094
(972) 424-2235
FAX: (972) 424-6730

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
Dear [REDACTED]

I am replying to your Open Records request dated January 10, 2012, which was received in my Capitol office on January 11, 2012.

Electronic communications are routinely received from Mr. Michael Quinn Sullivan and/or the various entities he operates by myself and my District and Capitol office staff, but they comprise whatever is in the public domain since anyone can receive them by signing up and being inputted into whichever database he deems appropriate, or all of them. Find enclosed samples of what I am referring to, and the reason I and/or my staff don't have additional copies is the emails received in our state accounts are automatically deleted after 30 days.

I was conveyed in hard copy form a questionnaire which I believe was created and distributed by Mr. Sullivan's Texans for Fiscal Responsibility organization around the beginning of the original filing period for state representative races, but since I am not seeking re-election, I discarded the correspondence and so can't forward it to you.

I was invited to an event which was sponsored by Mr. Sullivan/and or his organization on March 9, 2011 to update guests at one of his "Center Right" luncheon briefings on my efforts (see enclosed highlighted/circled copies of calendar entries from my state computer covering both March 8th and 9th demonstrating my ongoing focus on vigorously promoting HB 1915/SB 653 apart from participation in Mr. Sullivan's event) to advance legislation to reform the Texas Youth Commission which I had spearheaded in the Texas House in 2007, and for which I was selected by "Texas Monthly" as one of their Top 10 Legislators of the Year for the outcome(s) during that session.

To the best of my knowledge, this completely and evidentially fulfills my obligation to be forthcoming in response to your Open Records request. I can be reached in Plano at my district office at 972-424-2235 if you wish to converse with me in person.

Sincerely,

A handwritten signature in black ink, appearing to read "Jerry A. Madden".

Jerry A. Madden, Chairman
House Committee on Corrections

jerry.madden@house.state.tx.us

10/10/2010 10:10:10 AM

10/10/2010

10/10/2010

10/10/2010

EXHIBIT 17

FILED
In the Office of the
Secretary of State of Texas

APR 14 2006

Corporations Section

**CERTIFICATE OF FORMATION OF
EMPOWER TEXANS
A NONPROFIT CORPORATION**

This certificate of formation is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code.

Article I - Entity Name and Type

The name and type of filing entity being formed are: Empower Texans, a Texas nonprofit corporation (hereinafter "Corporation").

Article II - Purpose

The nonprofit Corporation is organized exclusively for educational purposes to benefit the social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (the "Code"), and the Texas Tax Code, Section 11.18. In particular the Corporation shall work for a more prosperous future for all Texans by informing the public regarding government spending and tax policy and empowering citizens to take action on these issues.

Article III - Restrictions and Limitations

Notwithstanding the foregoing or anything to the contrary herein, the Corporation may not:

- A. Engage in any activity or take any action prohibited by the applicable provisions of the Texas Business Organizations Code.
- B. Pay any dividend or distribute any part of the income of the Corporation to its members, if any, directors, if any, or officers. However, the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with its purposes, provided such compensation and benefits are reasonable.
- C. Make loans to the Corporation's directors.
- D. Engage in any activities, except to an insubstantial degree, that are not in furtherance of the purpose or purposes of the Corporation.
- E. Conduct or carry on any activities not permitted to be conducted or carried on by an organization recognized under Section 501(c)(4) of the Internal Revenue Code and its regulations.
- F. Serve any private interest except if clearly incidental to the public benefit provided by the Corporation.
- G. Allow any of the Corporation's net earnings to inure to the benefit of the members, if any of the Corporation, or any private individual.

Article IV - Registered Office and Registered Agent

The initial registered agent is an individual resident of the state whose name is Tim Dunn. The business address of the initial registered agent and the initial registered office is: 303 West Wall St., Suite 1400, Midland, TX 79701.



Article V - Organizer

The name and address of the organizer is:

<u>Name</u>	<u>Address</u>
Tim Dunn	303 West Wall St., Suite 1400, Midland, TX 79701

Article VI - Governing Authority

Management of the affairs of the Corporation is to be vested in its board of directors. The number of initial directors shall be three (3). The number of directors shall be set by the bylaws of the Corporation as may be amended from time to time, provided that the number of directors may never be less than three. The names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
1. Tim Dunn	303 West Wall St., Suite 1400, Midland, Texas 79701
2. Lee Dunn	608 Solomon Lane, Suite 1400, Midland, Texas 79705
3. Luke Dunn	608 Solomon Lane, Midland, Texas 79705

Article VII - Organizational Structure

The Corporation will not have members.

Article VIII - Action Without a Meeting by Members, Directors or Committees

Any action required by the Texas Business Organizations Code to be taken at a meeting of the members or directors of the Corporation or any action that may be taken at a 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.

Article IX - Indemnification

To the full extent permitted by the applicable provisions of Title 1, Chapter 8 of the Texas Business Organizations Code and other applicable law, the Corporation shall advance expenses to and indemnify any present and former directors, officers, employees, and agents of the Corporation and persons serving or formerly serving at the request of the Corporation as directors, officers, partners, venturers, proprietors, trustees, employees, agents or similar functionaries of another foreign or domestic corporation, employee benefit plan, other enterprise or entity against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, any appeal in such action, suit or proceeding and any inquiry or investigation that could lead to such an action suit or proceeding, because the person is or was acting in one of the capacities set forth above.



**Article X - Contracts or Transactions with Interested
Directors, Officers and Members**

This provision applies only to a contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and an entity or other organization in which one or more of the Corporation's directors or officers is a managerial official or has a financial interest.

An otherwise valid contract or transaction is valid notwithstanding that a director, officer, or member of the Corporation is present at or participates in the meeting of the board of directors, of a committee of the board, or of the members that authorizes the contract or transaction, or votes to authorize the contract or transaction, if: (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed to or known by (a) the Corporation's board of directors, a committee of the board of directors, or the members, and the board, the committee, or the members in good faith and with ordinary care authorize the contract or transaction by the affirmative vote of the majority of the disinterested directors, committee members or members, regardless of whether the disinterested directors, committee members or members constitute a quorum; or (b) the members entitled to vote on the authorization of the contract or transaction, and the contract or transaction is specifically approved in good faith and with ordinary care by a vote of the members; or (2) the contract or transaction is fair to the Corporation when the contract or transaction is authorized, approved, or ratified by the board of directors, a committee of the board of directors, or the members. Common or interested directors or members of a Corporation may be included in determining the presence of a quorum at a meeting of the board, a committee of the board, or members that authorizes the contract or transaction.

Article XI - Distribution of Assets Upon Winding Up

After all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged, the property of the Corporation shall be applied and distributed in accordance with section 22.034, Texas Business Organizations Code.

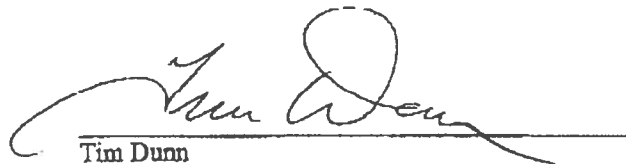
Article XII - Effective Date of Filing

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

Article XIII - Execution

This document is signed subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: April 10, 2006



Tim Dunn

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

OMB No. 1545-0047

2010



Department of the Treasury
Internal Revenue Service

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

Form 990 header section A through K, including organization name (EMPOWER TEXANS), EIN (20-4738399), and principal officer information.

Part I Summary

Table with 3 columns: Line number, Description, and Amount. Rows include mission statement, revenue (Total: 716,010), expenses (Total: 566,680), and net assets (Total: 185,869).

Part II Signature Block

Under penalties of perjury, I declare that I have examined the return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of officer: Michael Quinn Sullivan, dated 8/13/2011.

Preparer information: Peter L. Allman, CPA, Allman and Associates, Austin.

May the IRS discuss this return with the preparer shown above? (see instructions)
BAA For Paperwork Reduction Act Notice, see the separate instructions.

SCANNED AUG 25 2011

Part VI Governance, Management and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

	Yes	No
1 a Enter the number of voting members of the governing body at the end of the tax year		
1 b Enter the number of voting members included in line 1a, above, who are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7 a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7 b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8 a The governing body?	X	
8 b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10 a Does the organization have local chapters, branches, or affiliates?		X
10 b If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11 a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11 b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12 a Does the organization have a written conflict of interest policy? If 'No,' go to line 13	X	
12 b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12 c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done		X
13 Does the organization have a written whistleblower policy?		X
14 Does the organization have a written document retention and destruction policy?		X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15 a The organization's CEO, Executive Director, or top management official	X	
15 b Other officers of key employees of the organization		X
If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16 a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16 b If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ▶ _____
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 ▶ DANIEL GREER 4315 GUADALUPE ST., #206 AUSTIN TX 78751 (512) 236-0201