

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

FEDERAL TRADE COMMISSION, et al.,

Plaintiffs,

v.

WORLD PROFESSIONAL ASSOCIATION
FOR TRANSGENDER HEALTH, INC., a
Texas corporation, et al.,

Defendants.

Case No. 4:26-cv-00748-O

**DEFENDANT WORLD PROFESSIONAL ASSOCIATION FOR TRANSGENDER
HEALTH, INC.’S MOTION TO DISMISS OR, IN THE ALTERNATIVE, TRANSFER**

Pursuant to Federal Rules of Civil Procedure 12(b)(2) and 12(b)(3), Defendant World Professional Association for Transgender Health, Inc. (“WPATH”), by and through undersigned counsel, respectfully file this Motion to Dismiss, or in the Alternative, Transfer (“Motion”), along with the accompanying brief, exhibit in support, and certificate of conference, asking this Court to dismiss the claims brought by Plaintiffs the Federal Trade Commission (“FTC”) and the States of Alaska, Iowa, Nebraska, and Texas (collectively, “Plaintiffs”).

Summary

Plaintiffs filed this Complaint for a Permanent Injunction and Other Relief, seeking to enjoin WPATH from publishing its Standards of Care Version 8 (“SOC-8”) regarding transgender healthcare. The gravamen of Plaintiffs’ Complaint is that WPATH has made “deceptive” statements

to consumers. However, the FTC identifies no such deceptive statements in its Complaint. That is because WPATH does not make statements to consumers at all. Rather, WPATH's SOC-8 articulates a professional consensus about the psychiatric, psychological, medical, and surgical management of transgender people." *WPATH*, 2026 WL 1257321, at *1.

Basis for Motion

This suit should not have been filed in the Northern District of Texas. Venue here is improper for several reasons. This District does not have personal jurisdiction over WPATH. Nor did the allegedly "deceptive" statements that Plaintiffs seek to enjoin occur in this District. Texas banned the type of healthcare at issue in this case in 2023. The real reason Plaintiffs chose this District was to avoid unfavorable rulings against the Federal Trade Commission ("FTC") in a separate case WPATH brought in the District of Columbia. That is improper. WPATH thus requests that this Court dismiss this action under Federal Rule of Civil Procedure 12(b)(3) and 28 U.S.C. § 1406(a), or, alternatively, transfer this action under either 28 U.S.C. § 1406(a) or § 1404(a).

Compliance With Local Rules

Contemporaneously with the filing of this Motion, WPATH has filed a brief and exhibit in support of the Motion, as well as a Certificate of Conference, in compliance with Local Rule 7.1.

Relief Requested

For the reasons stated therein, WPATH respectfully requests that the Court grant this Motion to Dismiss Plaintiffs' claims.

Dated: July 28, 2026

Respectfully Submitted,

/s/ Sarah Cummings Stewart

Sarah Cummings Stewart
REED SMITH LLP
2850 N. Harwood Street, Suite 1500
Dallas, TX 75201
Tel: (469) 680-4200
Fax: (469) 680-4299
sarah.stewart@reedsmith.com

R. Jeffrey Layne
REED SMITH LLP
401 Congress Avenue, Suite 1800
Austin, TX 78701
Tel: (512) 623-1801
Fax: (512) 623-1802
jlayne@reedsmith.com

/s/ Caleb Hayes-Deats*

Caleb Hayes-Deats*
Abbe David Lowell [DC Bar No. 358651]
Schuyler J. Standley*
LOWELL & ASSOCIATES, PLLC
1250 H Street, N.W., Suite 250
Washington, DC 20005
T: (202) 964-6110
F: (202) 964-6116
ALowellpublicoutreach@lowellandassociates.com
CHayes-Deats@lowellandassociates.com
SStandley@lowellandassociates.com

**Pro hac vice motion pending*

Attorneys for Defendant WPATH

CERTIFICATE OF CONFERENCE

Pursuant to Local Civil Rule 7.1, the undersigned hereby certifies that Defendants and Plaintiffs conferred via videoconference regarding this Motion on July 27, 2026. For Plaintiffs, counsel Jonathan Cohen, Michael Dingman, Cooper Vaughan, Luke Weadock, Sean Oehrlein, David Bizar, and Benjamin Swanson participated. For Defendants, counsel Sarah Cummings Stewart, Jeff Layne, Kristin Parker, Caleb Hayes-Deats, and Schuyler Standley participated. Following discussion of Defendants' bases for seeking the relief described herein, Plaintiffs indicated they remain opposed to the relief sought in this Motion.

/s/ Sarah Cummings Stewart
Sarah Cummings Stewart

CERTIFICATE OF SERVICE

The undersigned hereby certifies that, on July 28, 2026, a true and correct copy of the foregoing document was filed with the Clerk of Court via the CM/ECF system, causing it to be served electronically on all counsel of record.

/s/ Sarah Cummings Stewart
Sarah Cummings Stewart

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

FEDERAL TRADE COMMISSION, et al.,

Plaintiffs,

v.

WORLD PROFESSIONAL ASSOCIATION
FOR TRANSGENDER HEALTH, INC., a
Texas corporation, et al.,

Defendants.

Case No. 4:26-cv-00748-O

**DEFENDANT WORLD
PROFESSIONAL ASSOCIATION FOR
TRANSGENDER HEALTH, INC.'S
MEMORANDUM IN SUPPORT OF ITS
MOTION TO DISMISS OR, IN THE
ALTERNATIVE, TRANSFER VENUE**

Sarah Cummings Stewart
REED SMITH LLP
2850 N. Harwood Street, Suite 1500
Dallas, TX 75201
Tel: (469) 680-4200
Fax: (469) 680-4299
sarah.stewart@reedsmith.com

R. Jeffrey Layne
REED SMITH LLP
401 Congress Avenue, Suite 1800
Austin, TX 78701
Tel: (512) 623-1801
Fax: (512) 623-1802
jlayne@reedsmith.com

Caleb Hayes-Deats*
Abbe David Lowell [DC Bar No. 358651]
Schuyler J. Standley*
LOWELL & ASSOCIATES, PLLC
1250 H Street, N.W., Suite 250
Washington, DC 20005
T: (202) 964-6110
F: (202) 964-6116
ALowellpublicoutreach@lowellandassociates.com
CHayes-Deats@lowellandassociates.com
SStandley@lowellandassociates.com

**Pro hac vice motion pending*

Attorneys for Defendant WPATH

TABLE OF CONTENTS

INTRODUCTION.....	1
FACTUAL BACKGROUND.....	1
ARGUMENT.....	2
I. Legal Standard.....	2
II. The Court Should Dismiss This Matter Pursuant to 28 U.S.C. § 1406(a) Because the Northern District of Texas is an Improper Venue	3
A. WPATH Does Not Reside in the Northern District of Texas	3
B. No Substantial Conduct Occurred in the Northern District of Texas	6
C. The Appropriate Remedy Under 28 U.S.C. § 1406(a) is Dismissal, not Transfer	7
D. If the Court Determines That Transfer is in the “Interest of Justice,” This Matter Should Be Transferred to the D.C. District Court or the Northern District of Illinois	8
III. If the Court Determines that Venue is Proper in the Northern District of Texas, the Court Should Transfer This Matter Under 28 U.S.C. § 1404(a).....	9
A. The FTC’s Forum Shopping Warrants Transfer	9
B. The Private and Public Factors Weigh in Favor of Transfer	10
CONCLUSION	11

TABLE OF AUTHORITIES

	Page(s)
Cases	
<i>A-7 Austin, LLC v. Bridgestone Hosepower, LLC</i> , No. 2:24-CV-42-Z-BR, 2024 WL 3851596 (N.D. Tex. Aug. 15, 2024)	4
<i>Ambraco, Inc. v. Bossclip B.V.</i> , 570 F.3d 233 (5th Cir. 2009)	3
<i>AMG Cap. Mgmt. LLC v. FTC</i> , 593 U.S. 67 (2021)	6
<i>Border Steel, Inc. v. Pac. Century Customs Serv.</i> , 500 F. Supp. 2d 655 (W.D. Tex. 2006)	6
<i>In re Clarke</i> , 94 F.4th 502 (5th Cir. 2024)	9
<i>Commins v. NES Rentals Holdings, Inc.</i> , No. 3:16-CV-00608-GNS, 2017 WL 3485005 (W.D. Ky. Aug. 14, 2017)	4
<i>eRoad Ltd. v. PerDiemCo LLC</i> , No. 6:19-CV-00026-ADA, 2019 WL 10303654 (W.D. Tex. Sept. 19, 2019)	4
<i>Everetts v. Allen Police Dep't</i> , No. 3:26-CV-870-L-BK, 2026 U.S. Dist. LEXIS 96516 (N.D. Tex. Mar. 27, 2026)	7, 8
<i>FTC v. Evans Prods. Co.</i> , 775 F.2d 1084 (9th Cir. 1985)	7
<i>FTC v. Shire ViroPharma, Inc.</i> , 917 F.3d 147 (3d Cir. 2019)	7
<i>Gabet v. Amazon.com, Inc.</i> , No. 22-cv-35, 2022 WL 4078442 (N.D. Ind. Sept. 6, 2022)	9
<i>McClintock v. Sch. Bd. E. Feliciana Parish</i> , 299 Fed. App'x 363 (5th Cir. 2008)	6
<i>Mink v. AAAA Dev. LLC</i> , 190 F.3d 333 (5th Cir. 1999)	6
<i>Monkton Ins. Servs. v. Ritter</i> , 768 F.3d 429 (5th Cir. 2014)	4

<i>Patrick Henry Med., L.L.C. v. Prochant, Inc.</i> , No. 4:21-cv-00430, 2021 WL 5578680 (E.D. Tex. Dec. 15, 2021)	3
<i>Seiferth v. Helicopteros Atuneros, Inc.</i> , 472 F.3d 266 (5th Cir. 2006)	5
<i>In re TikTok, Inc.</i> , 85 F.4th 352 (5th Cir. 2023)	9
<i>Torres v. S.S. Rosario</i> , 125 F. Supp. 496 (S.D.N.Y. 1954)	9
<i>Uniwell Labs., Inc. v. Frain Indus., Inc.</i> , No. 4:21-cv-01292-O, 2022 WL 18635847 (N.D. Tex. Jul. 20, 2022)	6
<i>Utah v. Walsh</i> , No. 2:23-CV-016-Z, 2023 WL 2663256 (N.D. Tex. Mar. 28, 2023)	2
<i>Walden v. Fiore</i> , 134 S. Ct. 1115 (2014)	5
<i>WPATH v. FTC</i> , No. 26-cv-532 (JEB), 2026 WL 1257321 (D.D.C. May 7, 2026)	5, 7
<i>Zippo Mfg. Co. v. Zippo Dot Com, Inc.</i> , 952 F. Supp. 1119 (W.D. Pa. 1997)	6

Statutes

15 U.S.C. § 53(b)	2
28 U.S.C. § 1391	2, 4, 6
28 U.S.C. § 1404(a)	<i>passim</i>
28 U.S.C. § 1406(a)	1, 3, 7, 11
Tex. Health & Safety Code Ann. § 161.702 <i>et seq.</i>	2

Rules

Fed. R. Civ. P. 12(b)(3)	1, 2, 3, 11
Fed. R. Civ. P. 12(b)(2)	1, 2, 3, 11

INTRODUCTION

This suit should not have been filed in the Northern District of Texas. Venue here is improper for several reasons. This District does not have personal jurisdiction over Defendant World Professional Association for Transgender Health (“WPATH”). Nor did the allegedly “deceptive” statements that Plaintiffs seek to enjoin occur in this District. Texas banned the type of healthcare at issue in this case in 2023. The real reason Plaintiffs chose this District was to avoid unfavorable rulings against the Federal Trade Commission (“FTC”) in a separate case WPATH brought in the District of Columbia. That is improper. WPATH thus requests that this Court dismiss this action under Federal Rule of Civil Procedure 12(b)(2), 12(b)(3) and 28 U.S.C. § 1406(a), or, alternatively, transfer this action under either 28 U.S.C. § 1406(a) or § 1404(a).

FACTUAL BACKGROUND

WPATH incorporates by reference the factual and procedural background of its Motion to Dismiss, which is filed concurrently herewith.

WPATH is a 501(c)(3) non-profit organization incorporated in Illinois and Texas, with its principal place of business located at 1061 East Main Street, Suite 300, East Dundee, Illinois, 60018. *See* Declaration of Leo Lewis, WPATH (“WPATH Decl.”), ¶¶ 2–5. WPATH was served with the Complaint in this matter in Illinois and Austin, Texas. Although WPATH filed its articles of incorporation in Texas in 1980, it maintains no offices or operations in Texas. *Id.* ¶ 9.

Plaintiffs allege that WPATH’s Standards of Care, Version 8 (“SOC-8”), published in 2022, provide the “means and instrumentalities” for doctors to make “deceptive” statements to consumers about transgender healthcare for minors. *See* ECF 1 (“Compl.”) ¶¶ 412–20. Although Plaintiffs admit that WPATH does not communicate directly with patients, they contend that “clinicians follow WPATH’s script.” Compl. ¶ 317. Plaintiffs purport to identify two minor patients who, in the Northern District of Texas, heard from third parties that WPATH

recommended medical transition for transgender minors. ECF 1-1 ¶ 10; ECF 1-2 ¶ 18. Both statements were made in 2018, eight years ago. In 2023, Texas outlawed medical gender transition for minors by passing Senate Bill 14. *See* Tex. Health & Safety Code Ann. § 161.702 *et seq.*; Compl. ¶¶ 376–77. Plaintiffs do not identify any supposedly deceptive statements to patients in the Northern District of Texas following the passage of Senate Bill 14.

ARGUMENT

I. Legal Standard

Federal Rule of Civil Procedure 12(b)(3) permits a party to move to dismiss or transfer an action for improper venue. Once a defendant challenges venue, the plaintiff bears the burden of demonstrating that venue is proper in the chosen district. *See Utah v. Walsh*, No. 2:23-CV-016-Z, 2023 WL 2663256 (N.D. Tex. Mar. 28, 2023) (citation omitted).

To determine whether venue is proper, federal courts look to the general venue statute, 28 U.S.C. § 1391. Under § 1391(b), a civil action may be brought in: (1) a judicial district in which any defendant resides, if all defendants are residents of the State in which the district is located, (2) a judicial district in which a substantial part of the events or omissions giving rise to the claim occurred, or a substantial part of property that is the subject of the action is situated, or (3) if there is no district in which an action may otherwise be brought as provided in this section, any judicial district in which any defendant is subject to the court’s personal jurisdiction with respect to such action. *See also* Fed. R. Civ. P. 12(b)(2). The FTC also invokes 15 U.S.C. § 53(b), which permits the agency to sue wherever a defendant “resides or transacts business.”

For venue purposes, an entity defendant is deemed to reside “in any judicial district in which such defendant is subject to the court’s personal jurisdiction with respect to the civil action in question.” 28 U.S.C. § 1391(c)(2). However, in a state like Texas that has multiple federal judicial districts, an entity defendant’s residence is strictly limited by 28 U.S.C. § 1391(d), which

mandates that an entity defendant “shall be deemed to reside in any district in that State within which its contacts would be sufficient to subject it to personal jurisdiction if that district were a separate State, and, if there is no such district, the corporation shall be deemed to reside in the district within which it has the most significant contacts.” Consequently, under Fifth Circuit jurisprudence, general incorporation within a multi-district state does not automatically establish residency in every district of that state. *See Patrick Henry Med., L.L.C. v. Prochant, Inc.*, No. 4:21-cv-00430, 2021 WL 5578680, at *2–3 (E.D. Tex. Dec. 15, 2021). Rather, the court must isolate the specific district and conduct a localized personal jurisdiction analysis. *Id.*

When considering a Rule 12(b)(3) motion, the court must accept all well-pleaded factual allegations in the plaintiff’s complaint as true and draw all reasonable factual inferences in the plaintiff’s favor. *Ambraco, Inc. v. Bossclip B.V.*, 570 F.3d 233, 237–38 (5th Cir. 2009). However, the court is not restricted to the pleadings and may examine undisputed evidence in the record, including affidavits or declarations submitted by the parties. *Id.*

If the court finds that venue is improper, it “shall dismiss, or if it be in the interest of justice, transfer such case to any district or division in which it could have been brought.” 28 U.S.C. § 1406(a). Separately, if the court finds that venue is proper, it may, “for the convenience of the parties and witnesses, in the interest of justice . . . transfer any civil action to any other district or division where it might have been brought or to any district or division to which all parties have consented.” 28 U.S.C. § 1404(a).

II. The Court Should Dismiss This Matter Pursuant to 28 U.S.C. § 1406(a) Because the Northern District of Texas is an Improper Venue

A. WPATH Does Not Reside in the Northern District of Texas

Plaintiffs state venue here is proper because WPATH is incorporated in Texas, but WPATH’s incorporation in the State of Texas is insufficient to establish WPATH’s residence in

the Northern District of Texas for purposes of venue. Texas is a multi-district state, which means that each district is treated as a separate state for purposes of determining whether venue is proper. *See* 28 U.S.C. § 1391(d); *A-7 Austin, LLC v. Bridgestone Hosepower, LLC*, No. 2:24-CV-42-Z-BR , 2024 WL 3851596, at *5 (N.D. Tex. Aug. 15, 2024) (“A corporation is deemed to reside within a judicial district in a multi-district state like Texas if ‘its contacts would be sufficient to subject it to personal jurisdiction if that district were a separate state.’”). Importantly, in multi-district states, “a defendant does not reside in a particular federal district simply because it is subject to personal jurisdiction in the state at large.” *Commins v. NES Rentals Holdings, Inc.*, No. 3:16-CV-00608-GNS, 2017 WL 3485005, at *3 (W.D. Ky. Aug. 14, 2017). To determine whether a court has personal jurisdiction over an entity in a multi-district state, the court must determine if the defendant is subject to personal jurisdiction in the district as though the district were a separate state. *See A-7 Austin, LLC*, 2024 WL 3851596, at *5.

There are two types of personal jurisdiction: specific jurisdiction and general jurisdiction. In determining whether general jurisdiction exists, courts consider whether the defendant’s “affiliations with the State are so continuous and systematic as to render it essentially at home in the forum State.” *Monkton Ins. Servs. v. Ritter*, 768 F.3d 429, 432 (5th Cir. 2014) (quoting *Daimler AG v. Bauman*, 134 S. Ct. 746, 761 (2014)). Here, the only connection WPATH has to the State of Texas is its incorporation as a non-profit organization. But WPATH’s incorporation in Texas at large is insufficient for purposes of establishing general jurisdiction in the Northern District of Texas specifically. *See Commins*, 2017 WL 3485005, at *3.¹ WPATH otherwise has no affiliations with or contacts in the Northern District of Texas that would subject it to jurisdiction. WPATH

¹ WPATH’s Texas registered agent is located in Austin, TX. WPATH Decl. ¶ 10. Thus, to the extent the court determines that any of the districts in Texas are an appropriate venue for this action, WPATH’s only contacts in Texas are in the Western District. *See eRoad Ltd. v. PerDiemCo LLC*, No. 6:19-CV-00026-ADA, 2019 WL 10303654, at *7 (W.D. Tex. Sept. 19, 2019).

does not have offices or employees in the Northern District of Texas and does not maintain operations in the Northern District (nor the Western District, for that matter). WPATH's headquarters and principal place of business are located in Illinois. WPATH Decl., ¶ 5. WPATH is managed by Veritas, a management company, and the Veritas employees who perform work on behalf of WPATH reside in Illinois and Washington, D.C. WPATH Decl., ¶ 6. WPATH's Board of Directors is comprised of individuals who reside both in the United States and internationally, but none reside in Texas. WPATH Decl., ¶ 7. Thus, there is simply no argument that WPATH's affiliations with the Northern District of Texas are so continuous and systematic as to render it at home in the District. For these reasons, the FTC cannot establish that the Northern District has general jurisdiction over WPATH.

Specific jurisdiction, on the other hand, focuses on “the relationship among the defendant, the forum, and the litigation.” *Walden v. Fiore*, 134 S. Ct. 1115, 1121 (2014). Courts in the Fifth Circuit apply a three-step analysis for the specific jurisdiction inquiry:

(1) Whether the defendant has minimum contacts with the forum state, i.e., whether it purposely directed its activities toward the forum state or purposefully availed itself of the privileges of conducting activities there; (2) whether the plaintiff's cause of action arises out of or results from the defendant's forum related contacts; and (3) whether the exercise of personal jurisdiction is fair and reasonable.

Seifert v. Helicopteros Atuneros, Inc., 472 F.3d 266, 271 (5th Cir. 2006).

WPATH is a 501(c)(3) non-profit, interdisciplinary professional and educational organization devoted to transgender health. *WPATH*, 2026 WL 1257321, at *1. WPATH publishes the Standards of Care, which articulate a professional consensus about the psychiatric, psychological, medical, and surgical management of gender dysphoria and direct professionals to understand the scientific literature that may guide them when offering assistance to those with such conditions. *Id.* SOC-8 is an online publication that is available via open access to anyone who visits WPATH's website. *See* WPATH, Standards of Care Version 8, available at

<https://www.tandfonline.com/doi/pdf/10.1080/26895269.2022.2100644>. Merely maintaining a “passive” website accessible to users in Texas is insufficient to establish specific jurisdiction. *See Mink v. AAAA Dev. LLC*, 190 F.3d 333, 336 (5th Cir. 1999) (adopting *Zippo Mfg. Co. v. Zippo Dot Com, Inc.*, 952 F. Supp. 1119, 1124 (W.D. Pa. 1997)); *Uniwel Labs., Inc. v. Frain Indus., Inc.*, No. 4:21-cv-01292-O, 2022 WL 18635847, at *5 (N.D. Tex. Jul. 20, 2022) (citing *Revell v. Lidov*, 317 F.3d 467, 471 (5th Cir. 2002) (holding that a passive website that merely offers information to users is insufficient for purposes of specific jurisdiction)).

As its website is the only contact WPATH has with the Northern District of Texas, Plaintiffs’ action is not properly venued in the Northern District of Texas.

B. No Substantial Conduct Occurred in the Northern District of Texas

Plaintiffs also cannot establish that, under 28 U.S.C. § 1391(b)(2), a “substantial part of the events or omissions giving rise to” their claims occurred in the Northern District of Texas. Plaintiffs have not identified any conduct by WPATH in the Northern District of Texas. Instead, they rely on declarations from two patients who claim that, in 2018, third parties in the Northern District of Texas told them about WPATH’s recommendations. ECF 1-1 ¶ 10; ECF 1-2 ¶ 18. But “[v]enue cannot be based solely on the presence of a third party who is aware” of a defendant’s conduct. *McClintock v. Sch. Bd. E. Feliciana Parish*, 299 Fed. App’x 363, 365 (5th Cir. 2008); *Border Steel, Inc. v. Pac. Century Customs Serv.*, 500 F. Supp. 2d 655, 659–60 (W.D. Tex. 2006). Because third party conduct is insufficient to satisfy § 1391(b)(2), Plaintiffs’ declarations cannot establish that venue lies in this District.

The conduct in the Northern District of Texas is insubstantial for another, independent reason. Plaintiffs raise only one federal claim, under which they can seek only injunctive relief. *See AMG Cap. Mgmt. LLC v. FTC*, 593 U.S. 67, 70 (2021). To obtain injunctive relief, Plaintiffs must show “some evidence that the defendant ‘is’ committing or ‘is about to’ commit another

violation.” *FTC v. Shire ViroPharma, Inc.*, 917 F.3d 147, 156 (3d Cir. 2019); *FTC v. Evans Prods. Co.*, 775 F.2d 1084, 1087 (9th Cir. 1985) (“Congress only contemplated ongoing or future violations.”). But the only statements Plaintiffs identify in this District occurred *eight years ago* (and were not even statements *by WPATH*). ECF 1-1 ¶ 10; ECF 1-2 ¶ 18. Since 2023, Senate Bill 14 has barred medical transition for minor patients anywhere in Texas. Conduct in the Northern District of Texas—or anywhere in Texas, for that matter—thus cannot constitute a substantial part of Plaintiffs’ claim for injunctive relief, the sole remedy for the only federal claim they present.

C. The Appropriate Remedy Under 28 U.S.C. § 1406(a) is Dismissal, not Transfer

Having established that venue in the Northern District of Texas is improper, the Court must determine the appropriate remedy. “The district court of a district in which is filed a case lying venue in the wrong division or district *shall dismiss*, or if it be in the interest of justice, transfer such case to any district or division in which it could have been brought.” 28 U.S.C. § 1406(a) (emphasis added). Courts in the Fifth Circuit have dismissed cases under Section 1406(a) based on the age and development of the case and other similar factors. *See, e.g., Everetts v. Allen Police Dep’t*, No. 3:26-CV-870-L-BK, 2026 U.S. Dist. LEXIS 96516, at *3 (N.D. Tex. Mar. 27, 2026) (concluding that the interests of justice did not support transfer, considering the relative infancy of the case and the failure of the complaint to comply with pleading requirements).

The procedural history in this matter is highly relevant to whether transfer to a proper venue is in the “interest of justice.” 28 U.S.C. § 1404(a). As explained in WPATH’s concurrently filed Motion to Dismiss, the FTC issued a Civil Investigative Demand (“CID”) to WPATH in January 2026. WPATH then sued the FTC in the U.S. District Court for the District of Columbia, which granted a preliminary injunction, finding the CID violated WPATH’s First Amendment rights. *WPATH v. FTC*, No. 26-cv-532 (JEB), 2026 WL 1257321 (D.D.C. May 7, 2026). Six weeks later, the FTC and four states (Alaska, Iowa, Nebraska, and Texas) filed the instant enforcement action

against WPATH. Just five days after filing the Texas complaint, the FTC withdrew the CID, stating that it was “no longer . . . necessary.” ECF 43-1 (D.D.C.). Yet, the overlap between the CID and the Texas complaint is undeniable. ECF 38 at 12. It is thus clear that the FTC initiated the Texas action after, and because of, the unfavorable rulings from the D.C. District Court.

This Court should not reward the FTC’s strategic decision to select an improper venue for the sole purpose of escaping an unfavorable ruling from the D.C. District Court holding that the FTC was likely violating WPATH’s First Amendment rights and enjoining the FTC from seeking the very documents it will likely attempt to access through discovery in this matter. Instead, this Court should dismiss this matter, particularly given the infancy of the case and the lack of adherence to procedural rules by the FTC, a sophisticated government agency that is well-versed in venue requirements. *See Everetts*, 2026 U.S. Dist. LEXIS 96516 at *3.

D. If the Court Determines That Transfer is in the “Interest of Justice,” This Matter Should Be Transferred to the D.C. District Court or the Northern District of Illinois

If the Court determines that transfer, not dismissal, is the appropriate remedy to address the FTC’s decision to file suit in an improper venue, the only viable transfer options are the D.C. District Court or the Northern District of Illinois. The D.C. District Court would be an appropriate venue for transfer because Judge Boasberg is already familiar with the dispute between the parties and the FTC is headquartered in D.C. To the extent the Court is inclined to allow this action to proceed separate from the D.C. action, the only proper venue—*i.e.*, the only venue that has personal jurisdiction over WPATH—is the Northern District of Illinois, where WPATH is incorporated and headquartered, where its management company employs individuals who perform work on behalf of WPATH, and where its operations occur. WPATH Decl. ¶¶ 4–6.

Thus, if the Court declines to dismiss this matter for improper venue, WPATH respectfully requests that the Court transfer this matter to one of the following venues: (1) the D.C. District

Court, or (2) the Northern District of Illinois.

III. If the Court Determines that Venue is Proper in the Northern District of Texas, the Court Should Transfer This Matter Under 28 U.S.C. § 1404(a)

Transfer under 28 U.S.C. § 1404(a) is proper if the moving party “clearly establishes good cause” by “demonstrating that a transfer is for the convenience of the parties and witnesses, in the interest of justice.” *In re Clarke*, 94 F.4th 502, 508 (5th Cir. 2024). To establish “good cause,” a movant must show (1) that the marginal gain in convenience will be significant, and (2) that its evidence makes it plainly obvious—i.e., clearly demonstrated—that those marginal gains will actually materialize in the transferee venue. *See id.* In assessing whether the movant has carried its burden, the district court must consider the following private-interest and public-interest factors. *See In re TikTok, Inc.*, 85 F.4th 352, 358 (5th Cir. 2023). The private interest factors are: (1) the relative ease of access to sources of proof; (2) the availability of a compulsory process to secure the attendance of witnesses; (3) the cost of attendance for willing witnesses; and (4) all other practical problems that make trial of a case easy, expeditious and inexpensive. *See Clarke*, 94 F.4th at 509. The public interest factors are: (5) the administrative difficulties flowing from court congestion; (6) the local interest in having localized interests decided at home; (7) the familiarity of the forum with the law that will govern the case; and (8) the avoidance of unnecessary problems of conflict-of-laws or in the application of foreign law. *See id.*

Section 1404(a) was “designed to remedy the evils of forum shopping.” *Torres v. S.S. Rosario*, 125 F. Supp. 496, 497 (S.D.N.Y. 1954). Where a Court finds “obvious” forum-shopping, “transfer is appropriate regardless of any other considerations.” *Gabet v. Amazon.com, Inc.*, No. 22-cv-35, 2022 WL 4078442, at *15–16 (N.D. Ind. Sept. 6, 2022).

A. The FTC’s Forum Shopping Warrants Transfer

This matter warrants transfer even without considering the private and public interest

factors because the FTC is engaging in inappropriate forum shopping. As discussed at length *supra*, the FTC seeks to avoid adverse outcomes by running to a different court. The fact that the FTC withdrew its CID only five days after filing its Complaint with this Court speaks volumes about the agency's underlying intent. The Court should not entertain the FTC's attempt to engage in improper forum shopping to obtain the same materials through discovery in a separately filed matter that the D.C. District Court has already enjoined it from obtaining through the now-withdrawn CID. Thus, transfer is appropriate on this basis alone, and this matter should be transferred to either the D.C. District Court or the Northern District of Illinois for the reasons articulated above. *Gabet*, 2022 WL 4078442, at *15–16.

B. The Private and Public Factors Weigh in Favor of Transfer

WPATH advocates for transfer to the D.C. District Court for the obvious and independent reason that pending litigation already exists in that venue between the FTC and WPATH relating to the *same allegations* made by the FTC in both the CID and the Complaint filed in this matter. The claims asserted by the FTC here can be raised as counterclaims or as a consolidated action in the matter pending in the D.C. District Court. This will provide the FTC with access to sources of proof, a compulsory process to secure the attendance of witnesses, and adequate means to address other practical problems that make trial of a case easy (private factors 1, 2, 4), as the FTC's attorneys are present in D.C. and that is traditionally where it is subject to jurisdiction. All federal courts are equally equipped to interpret and apply the claims the FTC brings here, including violations of the FTC Act and state-law analogues (public factors 7-8). In addition, the FTC's claims have effects only in states that continue to permit transgender healthcare for youth; as Texas has already prohibited this type of care, it has no interest in litigating this matter.

To the extent the Court determines that the private and public factors do not weigh in favor of transfer to the D.C. District Court, the factors most certainly support a transfer to the Northern

District of Illinois. Importantly, WPATH is incorporated in Illinois, its headquarters are in the Northern District of Illinois, and its operations are conducted out of the Northern District of Illinois, making access to sources of proof, the availability of witnesses, and the cost of attendance for witnesses most favorable in the Northern District of Illinois (private factors 1-4). *See* WPATH Decl., ¶¶ 4–6. Moreover, as WPATH’s physical presence is in Illinois, the Northern District of Illinois has a local interest in deciding claims relating to WPATH at home (public factor 6). Importantly, WPATH’s business records and operations are located in Illinois and many of the individuals employed by its management company who perform work on behalf of WPATH reside in Illinois. Finally, as with the D.C. District Court, all federal courts are equally equipped to interpret and apply the types of claims the FTC advances here, including violations of the FTC Act and state-law analogues (public factors 7-8). Thus, a transfer to the Northern District of Illinois is appropriate in the event the Court determines that a transfer to the D.C. District Court is not.

CONCLUSION

For these, WPATH respectfully requests that the Court dismiss this matter under Rule 12(b)(2), 12(b)(3) and 28 U.S.C. § 1406(a) because the Northern District of Texas is an improper venue or, if the Court determines that it is in the interest of justice, transfer this matter to the D.C. District Court or the Northern District of Illinois. In the alternative, if the Court determines that venue in the Northern District of Texas is proper, WPATH respectfully requests that the Court transfer this matter to the D.C. District Court or the Northern District of Illinois for good cause pursuant to 28 U.S.C. § 1404(a).

Dated: July 28, 2026

Respectfully Submitted,

/s/ Sarah Cummings Stewart

Sarah Cummings Stewart
REED SMITH LLP
2850 N. Harwood Street, Suite 1500
Dallas, TX 75201
Tel: (469) 680-4200
Fax: (469) 680-4299
sarah.stewart@reedsmith.com

R. Jeffrey Layne
REED SMITH LLP
401 Congress Avenue, Suite 1800
Austin, TX 78701
Tel: (512) 623-1801
Fax: (512) 623-1802
jlayne@reedsmith.com

/s/ Caleb Hayes-Deats*

Caleb Hayes-Deats*
Abbe David Lowell [DC Bar No. 358651]
Schuyler J. Standley*
LOWELL & ASSOCIATES, PLLC
1250 H Street, N.W., Suite 250
Washington, DC 20005
T: (202) 964-6110
F: (202) 964-6116
ALowellpublicoutreach@lowellandassociates.com
CHayes-Deats@lowellandassociates.com
SStandley@lowellandassociates.com

**Pro hac vice* motion pending

Attorneys for Defendant WPATH

CERTIFICATE OF CONFERENCE

Pursuant to Local Civil Rule 7.1, the undersigned hereby certifies that Defendants and Plaintiffs conferred via videoconference regarding this Motion on July 27, 2026. For Plaintiffs, counsel Jonathan Cohen, Michael Dingman, Cooper Vaughan, Luke Weadock, Sean Oehrlein, David Bizar, and Benjamin Swanson participated. For Defendants, counsel Sarah Cummings Stewart, Jeff Layne, Kristin Parker, Caleb Hayes-Deats, and Schuyler Standley participated. Following discussion of Defendants' bases for seeking the relief described herein, Plaintiffs indicated they remain opposed to the relief sought in this Motion.

/s/ Sarah Cummings Stewart
Sarah Cummings Stewart

CERTIFICATE OF SERVICE

The undersigned hereby certifies that, on July 28, 2026, a true and correct copy of the foregoing document was filed with the Clerk of Court via the CM/ECF system, causing it to be served electronically on all counsel of record.

/s/ Sarah Cummings Stewart
Sarah Cummings Stewart

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

FEDERAL TRADE COMMISSION, et al.,

Plaintiffs,

v.

WORLD PROFESSIONAL ASSOCIATION
FOR TRANSGENDER HEALTH, INC., a
Texas corporation, et al.,

Defendants.

Case No. 4:26-cv-00748-O

DECLARATION OF LEO LEWIS

I, Leo Lewis, declare as follows:

1. My name is Leo Lewis. I am the Executive Director at World Professional Association for Transgender Health, Inc. (“WPATH”), defendant in the above-captioned matter. I reside in Washington, D.C. I am over eighteen years of age, I am of sound mind, I am capable of making this declaration, and I have personal knowledge of the facts stated herein.

2. WPATH is a 501(c)(3) non-profit, interdisciplinary professional and educational organization devoted to transgender health.

3. WPATH filed its articles of incorporation in Galveston, Texas on May 22, 1980, terminated its Texas incorporation on October 8, 2020, and reinstated its Texas incorporation on July 18, 2023. *See Exhibit 1* (WPATH Status of Texas Incorporation, dated Jul. 21, 2026), **Exhibit**

2 (May 22, 1980, Articles of Incorporation), **Exhibit 3** (Oct. 8, 2020, Certificate of Termination), **Exhibit 4** (Jul. 18, 2023, Reinstatement After Termination).¹

4. WPATH was incorporated in Illinois on May 31, 2017. *See Exhibit 5* (May 31, 2017, Illinois Articles of Incorporation).

5. WPATH's principal place of business is located at 1061 East Main Street, Suite 300, East Dundee, Illinois 60018, where it maintains offices and business records.

6. WPATH is managed by Veritas, a management company, and does not directly employ any individuals. However, the Veritas employees who perform work on behalf of WPATH reside in Illinois and Washington, D.C.

7. WPATH's Board of Directors is comprised of individuals who reside both in the United States and internationally. None of the individuals on WPATH's Board of Directors reside in Texas.

8. WPATH's Standards of Care and Ethical Guidelines are published online at <https://www.tandfonline.com/doi/pdf/10.1080/26895269.2022.2100644>.

9. WPATH does not currently maintain offices or operations in Texas and its Board of Directors are not in Texas.

10. Aside from its status as a 501(c)(3) non-profit organization in Texas and its registered agent in Austin, Texas, WPATH has minimal contacts in the State of Texas.

11. As a 501(c)(3) non-profit organization with its principal place of business, including its offices, operations, management company team, and business records, in Illinois and Washington, D.C., it would be financially burdensome for WPATH to litigate in Texas.

¹ At certain points in time, WPATH failed to file a required Report Notice with the State of Texas and its incorporation status was temporarily suspended. However, each time, WPATH addressed the failure to file the Report Notice expeditiously and its incorporation status was immediately reinstated. Thus, these brief periods of suspension are not discussed here.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this
28th day of July 2026 in the District of Columbia.

A handwritten signature in black ink, appearing to read "Leo Lewis", is positioned above a horizontal line.

Leo Lewis

EXHIBIT 1

TEXAS SECRETARY of STATE**DAVE NELSON****BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY**

Filing Number:	51954101	Entity Type:	Domestic Nonprofit Corporation
Original Date of Filing:	May 22, 1980	Entity Status:	In existence
Formation Date:	N/A	Non-Profit Type:	N/A
Tax ID:	30005043507	FEIN:	
Duration:	Perpetual		
Name:	WORLD PROFESSIONAL ASSOCIATION FOR TRANSGENDER HEALTH, INC.		
Address:	5900 S BALCONES DR STE 100 AUSTIN, TX 78731-1718 USA		

REGISTERED AGENT	FILING HISTORY	NAMES	MANAGEMENT	ASSUMED NAMES	ASSOCIATED ENTITIES	INITIAL ADDRESS
Name		Address			Inactive Date	
Northwest Registered Agent LLC		5900 Balcones Drive Suite 100 Austin, TX 78731-0000 USA				

Instructions:

● To place an order for additional information about a filing press the 'Order' button.

EXHIBIT 2

MAY 23 1980

ARTICLES OF INCORPORATION OF
THE HARRY BENJAMIN INTERNATIONAL GENDER DYSPHORIA ASSOCIATION, INC. ^{CLERK IN} _{Corporation Division}

WE, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a non-profit corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such non-profit corporation

ARTICLE I

The name of the corporation is THE HARRY BENJAMIN INTERNATIONAL GENDER DYSPHORIA ASSOCIATION, INC.

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

(a) The Corporation is formed for exclusively charitable, educational and scientific purposes. It shall receive property (whether real, personal, or mixed) by donations, gift, grant, devise, bequest, or purchase and shall maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations hereinafter set forth, use and apply the whole or any part of the income therefrom and the principal thereof to promote its purposes. The Corporation's stated goal is for the purpose of providing a mechanism whereby professionals from various subspecialties of such sciences as medicine, psychology, and the law may interact and communicate with each other in the context of research on, and treatment of, gender dysphoria, including transsexualism. The Corporation will promote meetings of interested

professionals from a variety of professions and will encourage the dissemination of knowledge regarding gender dysphoria to the professions and to the public, including gender dysphoric patients.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Sec. 4942 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Sec. 4941(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Sec. 4943(c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Sec. 4944 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Sec. 4945(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Sec. 501(c)(3) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended, or by an organization contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended.

(i) Upon liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, or by operation of the law, all the net assets of the Corporation, after the payment of all liabilities, shall be distributed to the Board of Regents of The University of Texas Medical Branch at Galveston, Texas. In no event shall such assets or the proceeds therefrom be subject to appropriation by the Legislature or become part of the Permanent University Fund. Should the Board of Regents of The University of Texas Medical Branch at Galveston, or any successor body to either of them, not be in existence at the time of dissolution, all such net assets shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent federal tax laws, as the Board of Directors or Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a district court of the county in which the principal office of the Corporation is then located exclusively for such purposes, or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

ARTICLE V

The street address of the initial registered office of the Corporation is 1106 Mechanic Street, Galveston, Texas 77550, and the name of the initial registered agent at such address is Dr. Paul A. Walker.

ARTICLE VI

No director, officer, or agent of this Corporation shall ever be personally liable for any debt or other obligation of the Corporation.

ARTICLE VII

The direction and management of the affairs of the Corporation and the control and disposition of its property and funds shall be vested in a Board of Directors. The number of persons on the Board of Directors may be fixed by the by-laws of the Corporation, which by-laws shall not be effective until they shall have been approved by a majority of the Board of Directors and a majority of the voting charter members. All amendments to this charter and to the by-laws shall be proposed by a majority vote of the Board of Directors of the Corporation and approved by a majority of the voting members of the Corporation, in compliance with law. Until changed pursuant to the by-laws, the number of directors shall be seven (7). Each director shall serve for a term of six years, or until his successor has qualified; except that the initial Board of Directors shall serve for the following terms:

Three directors shall be designated as Class A directors and shall serve for a term of six years;

Two directors shall be designated as Class B directors and shall serve for a term of four years;

Two directors shall be designated as Class C directors and shall serve for a term of two years.

The Board of Directors, at its organizational meeting, shall designate in which class each of the respective members of the initial Board of Directors shall serve.

The terms and classes of directors may be changed from time to time pursuant to the by-laws.

The names and addresses of the persons who shall serve as directors of the Corporation until their successors are duly appointed and qualified are as follows:

Jack C. Berger, M.D.
664 North Michigan Avenue
Chicago, Illinois 60611

Richard Green, M.D.
Department of Psychiatry and Behavioral Science
State University of New York at Stony Brook
Stony Brook, New York 11794

Donald R. Laub, M.D.
Division of Plastic and Reconstructive Surgery
Stanford University Medical Center
Stanford, California 94305

Jude Patton
Co-Director
Renaissance
P.O.Box 11341
Santa Ana, California 92711

Charles L. Reynolds, Jr., M.D.
The Urology Center
3113 Northwest Expressway
Oklahoma City, Oklahoma 73112

Paul A. Walker, Ph.D.
The Gender Clinic
The University of Texas Medical Branch
Galveston, Texas 77550

Leo Wollman, M.D.
2802 Mermaid Avenue
Brooklyn, New York 11224

ARTICLE VIII

The names and addresses of the incorporators are as follows:

Paul A. Walker, Ph.D.
1106 Mechanic Street
Galveston, Texas 77550

Walter J. Meyer, III, M.D.
1106 Mechanic Street
Galveston, Texas 77550

Alice Webb, M.S.W.
1106 Mechanic Street
Galveston, Texas 77550

IN WITNESS WHEREOF, we have hereunto set our hands.

Paul A. Walker

Walter J. Meyer, III

Alice Webb

STATE OF TEXAS

COUNTY OF GALVESTON

I, Anna M. Rudd, a Notary Public, do hereby certify that on the 14th day of September, 1979, personally appeared PAUL A. WALKER, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Anna M. Rudd
Notary Public in and for
Galveston County, Texas

STATE OF TEXAS

COUNTY OF GALVESTON

I, Anna M. Rudd, a Notary Public, do hereby certify that on the 14th day of September, 1979, personally appeared WALTER J. MEYER, III, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Anna M. Rudd
Notary Public in and for
Galveston County, Texas

STATE OF TEXAS

COUNTY OF GALVESTON

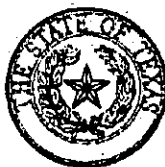
I, Anna M. Rudd, a Notary Public, do hereby certify that on the 14th day of September, 1979, personally appeared ALICE WEBB, who being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Anna M. Rudd
Notary Public in and for
Galveston County, Texas

EXHIBIT 3

Form 652**(Revised 05/11)**

Return in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512 463-5709
 Filing Fee: \$5



This space reserved for office use.

FILED
 In the Office of the
 Secretary of State of Texas

OCT 08 2020

**Certificate of Termination
 of a Domestic
 Nonprofit Corporation or
 Cooperative Association**

Corporations Section**Entity Information**

1. The name of the domestic entity is:

World Professional Association for Transgender Health, Inc.

2. The entity is organized under Texas law as a ☒ nonprofit corporation ☐ cooperative association.

3. The date of formation of the entity is: 05/22/1980

4. The file number issued to the entity by the secretary of state is: 51954101

Governing Persons

5. The names and addresses of each of the entity's governing persons are: (see instructions)

GOVERNING PERSON 1

NAME (Enter the name of either an individual or an organization, but not both.)

IF INDIVIDUAL

Vin		Tangpricha		MD
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>		<i>Suffix</i>

OR

IF ORGANIZATION

Organization Name

ADDRESS

1061 E Main Street, Suite 300	East Dundee	IL	USA	60118
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

GOVERNING PERSON 2

NAME (Enter the name of either an individual or an organization, but not both.)

IF INDIVIDUAL

Walter	P	Bouman		MD
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>		<i>Suffix</i>

OR

IF ORGANIZATION

Organization Name

ADDRESS

1061 E Main Street, Suite 300	East Dundee	IL	USA	60118
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

Form 652

RECEIVED

4

OCT 08 2020**Secretary of State**

GOVERNING PERSON 3					
NAME (Enter the name of either an individual or an organization, but not both.)					
IF INDIVIDUAL					
Randi		Ettner		PhD	
<i>First Name</i>		<i>M.I.</i>		<i>Last Name</i>	
OR					
IF ORGANIZATION					
<i>Organization Name</i>					
ADDRESS					
1061 E Main Street, Suite 300		East Dundee		IL	USA 60118
<i>Street or Mailing Address</i>		<i>City</i>		<i>State</i>	<i>Country Zip Code</i>

GOVERNING PERSON 4					
NAME (Enter the name of either an individual or an organization, but not both.)					
IF INDIVIDUAL					
Sue		O'Sullivan			
<i>First Name</i>		<i>M.I.</i>		<i>Last Name</i>	
OR					
IF ORGANIZATION					
<i>Organization Name</i>					
ADDRESS					
1061 E Main Street, Suite 300		East Dundee		IL	USA 60118
<i>Street or Mailing Address</i>		<i>City</i>		<i>State</i>	<i>Country Zip Code</i>

Event Requiring Winding Up

(See instructions.)

6. The nature of the event requiring winding up is set forth below: (Select either A, B, C, D, or E.)

- ☒ A. A voluntary decision to wind up the entity has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.
- ☐ B. The period of duration specified in the governing documents of the entity has expired.
- ☐ C. The occurrence of an event specified in the governing documents of the entity that requires the winding up, dissolution, or termination of the entity
- ☐ D. The occurrence of an event specified in the Texas Business Organizations Code that requires the winding up, dissolution, or termination of the entity
- OR
- ☐ E. A court decree requiring the winding up, dissolution, or termination of the entity has been rendered under the provisions of the Texas Business Organizations Code or other law.

Completion of Winding Up

7. The filing entity has complied with the provisions of the Texas Business Organizations Code governing its winding up.

Supplemental Information Required For a Nonprofit Corporation

The undersigned authorized person acting on behalf of the named nonprofit corporation certifies that:

1. Any property of the nonprofit corporation has been transferred, conveyed, applied, or distributed in accordance with chapter 11 and chapter 22 of the Texas Business Organizations Code.
2. There is no suit pending against the nonprofit corporation or that adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against the nonprofit corporation in a pending suit.
3. If the nonprofit corporation received and held property permitted to be used only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but the nonprofit corporation did not hold the property on a condition requiring return, transfer, or conveyance because of the winding up and termination, that the distribution of that property has been effected in accordance with a plan of distribution adopted in compliance with the BOC for the distribution of that property.

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

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

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

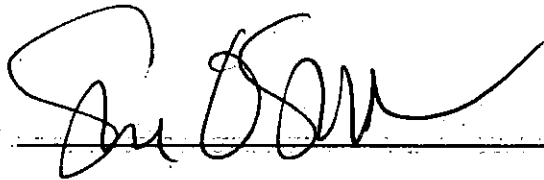
Execution

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

Date:

10/1/2020

By:



A person authorized by law to execute the filing instrument
(see instructions)

Sue O'Sullivan

Printed or typed name of authorized person

EXHIBIT 4

**Form 811
(Revised 05/11)**

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



**Certificate of
Reinstatement**

This space reserved for office use.

1. The name of the entity is:

World Professional Association for Transgender Health, Inc.

The entity is a foreign entity that was required to obtain its registration under a name that differs from the legal name stated above. The name under which the entity is registered is:

The file number issued to the filing entity by the secretary of state is: 51954101

2. The jurisdiction of organization of the entity is: Texas

(state or country)

The entity was organized or obtained its certificate of registration on: May 22, 1980

mm/dd/yyyy

3. The effective date of the entity's termination or revocation is:

October 8, 2020

mm/dd/yyyy

4. The condition giving rise to the termination of the entity's existence or the revocation of its registration is described below. The entity requests reinstatement under the following code provision:

(Select the appropriate box below. Do not check more than one box.)

4A. Reinstatement of a Texas Entity Following a Voluntary Termination (3 year limit)

☒ The domestic filing entity requests reinstatement under section 11.202 of the BOC following the filing of a certificate of termination. The undersigned certifies that the conditions for reinstatement of the entity's certificate of formation are met and that the reinstatement of the filing entity has been approved in the manner provided by the Texas Business Organizations Code.

4B. Reinstatement of a Texas Entity Following an Involuntary Termination

☐ The domestic filing entity requests reinstatement of its certificate of formation after the involuntary termination of its existence by the secretary of state pursuant to subchapter F of chapter 11 of the Code. The entity has corrected the circumstances giving rise to its involuntary termination and has taken any other action required for its reinstatement, including the payment of any fees, interest, or penalties. The undersigned certifies that the reinstatement of the filing entity has been approved in the manner required by the Texas Business Organizations Code.

4C. Reinstatement Following Revocation of Registration of a Foreign Entity (3 year limit)

☐ The foreign filing entity requests the reinstatement of its certificate of registration after its revocation by the secretary of state pursuant to subchapter C of chapter 9 of the BOC. The entity has corrected the circumstances giving rise to its revocation and has taken any other action required for its reinstatement, including the payment of any fees, interest, or penalties.

5. The name of the entity's registered agent and the address of the entity's registered office are as follows: (Select and complete either A or B and complete C)

☒ A. The registered agent is an organization (cannot be the entity seeking reinstatement) by the name of:

Northwest Registered Agent, LLC

OR

☐ B. The registered agent is an individual resident of the state whose name is set forth below:

First Name

M.I.

Last Name

Suffix

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

5900 Balcones Drive, Ste. 100

Austin

TX

78731

Street Address

City

State

Zip Code

The street address of the registered office as stated in this instrument is the same as the registered agent's business address.

Additional Documentation or Filings

☒ Comptroller of Public Accounts Tax Clearance Letter (Required, unless entity is a nonprofit corporation.)

☐ Amendment to Certificate of Formation or Registration (Required if entity name is no longer available.)

☐ Other

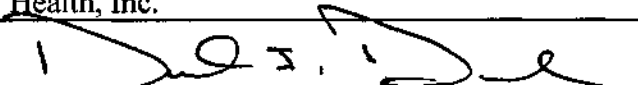
(A certificate of reinstatement may be conditioned on the submission of additional filings. See instructions.)

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: June 26, 2023

By: World Professional Association for Transgender Health, Inc.


Signature of authorized person (see instructions)

David J. Dale

Printed or typed name of authorized person



GLENN HEGAR TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

P.O.Box 13528 • Austin, TX 78711-3528

June 15, 2023

WORLD PROFESSIONAL ASSOCIATION FOR TRANSGENDER HEA
PO BOX 1718
SONOMA CA 95476-1718

Tax Clearance Letter for Reinstatement*

To: Texas Secretary of State
Corporations Section

Re: WORLD PROFESSIONAL ASSOCIATION FOR TRANSGENDER HEA
Taxpayer number: 30005043507
File number: 0051954101
Date of Forfeiture: 10/08/2020

The referenced entity has met all franchise tax requirements and is eligible for reinstatement through May 15, 2024.

Comptroller of Public Accounts
Account Maintenance Division
Franchise Tax Section
1-800-531-5441, ext. 34402 or 512-463-4402

** The reinstatement must be filed with the Texas Secretary of State on or before the expiration date of this letter. After this date, additional franchise tax filing requirements must be met, and a new request for tax clearance must be submitted.*

You can file for reinstatement online at www.sos.texas.gov/corp/sosda/index.shtml. Forms and instructions for reinstatement are available at www.sos.state.tx.us/corp/forms_option.shtml or by calling 512-463-5555. This tax clearance letter must be attached to the reinstatement forms.

EXHIBIT 5

ARTICLES OF INCORPORATION

General Not For Profit Corporation Act

File # 71286681

Filing Fee: \$50

Approved By: MJE

FILED
MAY 31 2017
Jesse White
Secretary of State

Article 1.

Corporate Name: WORLD PROFESSIONAL ASSOCIATION FOR TRANSGENDER HEALTH, INC.

Article 2.

Registered Agent: VERITAS MEETING SOLUTIONS, INC.

Registered Office: 2575 NORTHWEST PKWY

ELGIN IL 60124-7870 KANE COUNTY

Article 3.

The first Board of Directors shall be 5 in number, their Names and Addresses being as follows
GAIL KNUDSON, MD, 2575 NORTHWEST PARKWAY, ELGIN, IL 60124

JAMISON GREEN, PHD, 2575 NORTHWEST PARKWAY, ELGIN, IL 60124

VIN TANGPRICHA, MD PHD, 2575 NORTHWEST PKWY, ELGIN, IL 60124

RANDI ETTNER, PHD, 2575 NORTHWEST PARKWAY, ELGIN, IL 60124

WALTER PIERRE BOUMAN MD, 2575 NORTHWEST PKWY, ELGIN IL 60124

Article 4. Purpose(s) for which the Corporation is organized:

Charitable.

Educational.

Scientific.

Any purpose permitted to be exempt from taxation under Section 501(c) or 501(d) of the United States Internal Revenue Code, as now in or hereafter amended.

Any purpose that would qualify for tax-deductible gifts under the Section 170(c) of the United States Internal Revenue Code, as now or hereafter amended.

Is this Corporation a Condominium Association as established under the Condominium Property Act? ☐ Yes ☒ No

Is this a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? ☐ Yes ☒ No

Is this Corporation a Homeowner's Association, which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? ☐ Yes ☒ No

Article 5. Name & Address of Incorporator

The undersigned incorporator hereby declares, under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

SUE O'SULLIVAN
Name

Dated MAY 31, 2017
Month & Day Year

2575 NORTHWEST PARKWAY
Street

ELGIN, IL 60124
City, State, ZIP