

**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, exhibits 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 Defendant 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 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).

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: September 8, 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

**Admitted Pro hac vice*

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 August 25, 2026. For Plaintiffs, counsel Jonathan Cohen, Michael Dingman, Michelle Watchorn, David Bizar, Ross Vaughan, Eric Wessan, and Hans Clausen participated. For Defendants, counsel Sarah Cummings Stewart, Kristin Parker, Julia Ensor, 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 September 8, 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

**Admitted Pro hac vice*

Attorneys for Defendant WPATH

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, interdisciplinary professional and educational organization devoted to transgender healthcare that is 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*, 2026 WL 1257321, at *1. WPATH is managed by Veritas, a management company, and does not directly employ any individuals. *Id.* ¶ 6. However, the Veritas employees who perform work on behalf of WPATH reside in Illinois and Washington, D.C. *Id.* WPATH was served with the Complaint in this matter in Illinois and Austin, Texas. Although WPATH filed articles of incorporation in Texas in 1980, it has no offices or operations in Texas. *Id.* ¶ 9. Its Board of Directors includes both U.S. and international members, none of whom reside in Texas. *Id.* ¶ 7.

Plaintiffs allege that WPATH’s Standards of Care, Version 8 (“SOC-8”), published in

2022, furnished the “means and instrumentalities” for allegedly deceptive statements, although Plaintiffs admit WPATH does not communicate directly with patients. *See* ECF 70, First Amended Complaint (“FAC”) ¶¶ 160, 324, 412–17; *id.* ¶ 317. Plaintiffs identify only two minor patients who allegedly heard from third parties in the Northern District of Texas that WPATH recommended medical transition for transgender minors. ECF 70-1 ¶ 10; ECF 70-2 ¶ 18. Both statements were made in 2018, eight years ago. In 2023, Texas enacted Senate Bill 14, barring outlawed medical transition for transgender minors. *See* Tex. Health & Safety Code Ann. § 161.702 *et seq.*; FAC ¶¶ 373–74. Plaintiffs identify no supposedly deceptive statements in this District after 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).

Venue is governed by 28 U.S.C. § 1391. Section 1391(b) authorizes venue: (1) where any defendant resides, if all defendants reside in the State; (2) where 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 no district otherwise qualifies, where any defendant is subject to personal jurisdiction. *See also* Fed. R. Civ. P. 12(b)(2). Plaintiffs invoke 15 U.S.C. § 53(b), permitting suit where a defendant “resides or transacts business.” In a multi-district state like Texas, § 1391(d) treats each district as a separate state for determining corporate residence based on district-specific contacts; if none qualifies, residence is where the contacts are most significant. *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).

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

WPATH's minimal connections with the State of Texas are not enough to establish its residency in the Northern District of Texas. Under § 1391(c)(2), an entity resides in any district where it is subject to personal jurisdiction, but § 1391(d) treats each district in a multi-district state as a separate state for that inquiry. Thus, Texas incorporation does not establish residency in every Texas district; the Court must assess WPATH's contacts with the Northern District of Texas, specifically. *See* 28 U.S.C. § 1391(c)(2), (d); *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); *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); *Commins v. NES Rentals Holdings, Inc.*, No. 3:16-cv-00608-GNS, 2017 WL 3485005,

at *3 (W.D. Ky. Aug. 14, 2017). WPATH does not reside here.

Plaintiffs cannot establish either type of personal jurisdiction—general or specific—over WPATH in the Northern District of Texas. To establish general jurisdiction, a defendant’s “affiliations with the State [must be] 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)).

WPATH is an international nonprofit. *WPATH*, 2026 WL 1257321, at *1. Its relevant Texas contacts are its incorporation and a publicly accessible website; it has no offices, employees, or operations in the Northern District, its headquarters and personnel are in Illinois and Washington, D.C., and no Board member resides in Texas. *See* WPATH Decl. ¶¶ 5–7. WPATH’s Standards of Care are available online through WPATH’s internationally-accessible website.

Texas incorporation is insufficient to establish general jurisdiction in the Northern District. *See Commins*, 2017 WL 3485005, at *3.¹ WPATH’s IRS Form 990 submissions and Plaintiffs’ “common enterprise” allegations concerning WPATH-TX, WPATH-IL, and USPATH identify no Northern District contacts: Veritas and WPATH-IL are in Illinois, and USPATH has no domicile here. General jurisdiction is therefore lacking.

Specific jurisdiction likewise fails. The court asks whether WPATH purposefully directed activities to the forum or purposefully availed itself of its privileges; whether each claim arises from those contacts, and whether jurisdiction is fair and reasonable. *Seiferth v. Helicopteros Atuneros, Inc.*, 472 F.3d 266, 271 (5th Cir. 2006). Specific jurisdiction must be established for each claim, not the suit as a whole. *Id.* WPATH’s only relevant contact is a passive website

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 Road Ltd. v. PerDiemCo LLC*, No. 6:19-cv-00026-ADA, 2019 WL 10303654, at *7 (W.D. Tex. Sept. 19, 2019).

accessible to Texas users. Under *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)) and *Uniwell 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)), an informational passive website does not establish specific jurisdiction. Plaintiffs therefore cannot show specific jurisdiction in this District.

Section 53(b) does not establish venue in the Northern District of Texas. It permits an FTC action where a defendant “resides or transacts business,” or wherever venue is proper under 28 U.S.C. § 1391. In a multi-district state, § 1391(d) still governs which district qualifies as the defendant’s residence.

Nationwide service of process does not change that result. Although some statutes permit nationwide personal jurisdiction based on minimum contacts with the United States, *see, e.g., Busch v. Buchman, Buchman & O’Brien, L. Firm*, 11 F.3d 1255, 1258 (5th Cir. 1994) (addressing the Securities Exchange Act), § 53(b)’s separate residence/transacts-business language cannot be read to authorize suit anywhere without making those limits superfluous. *See* 15 U.S.C. § 78aa; *Canal Ins. Co. v. Coleman*, 625 F.3d 244, 253 (5th Cir. 2010) (quoting *Wheeler v. Pilgrim’s Pride Corp.*, 591 F.3d 355, 375 (5th Cir. 2009) (en banc)).

Section 1391(d) governs venue residency even where a federal statute confers nationwide personal jurisdiction. *See Driscoll v. New Orleans Steamboat Co.*, 633 F.2d 1158, 1159 n.1 (5th Cir. 1981) (“Venue is distinct from jurisdiction”); *Leroy v. Great Western United Corp.*, 443 U.S. 173, 180 (1979) (venue improper in the Northern District of Texas despite personal jurisdiction); *KM Enters., Inc. v. Glob. Traffic Techs., Inc.*, 725 F.3d 718, 726–27, 730 (7th Cir. 2013) (nationwide service cannot make “the venue inquiry meaningless” and § 1391(d) remains

relevant); *Clark v. McDonald's Corp.*, No. 3:22-cv-00628-NJR, 2023 U.S. Dist. LEXIS 51973 at *9–10, 12 n.2 (S.D. Ill. Mar. 27, 2023) (requiring district-by-district contacts analysis under § 1391(d)). Section 53(b) therefore does not displace § 1391(d).

Under any interpretation, WPATH does not “reside” in the Northern District of Texas, and venue is improper under 28 U.S.C. § 1391(b)(1) and 15 U.S.C. § 53(b).

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

Plaintiffs also cannot satisfy 28 U.S.C. § 1391(b)(2): they identify no conduct by WPATH in the Northern District of Texas and rely only on two patient declarations describing statements allegedly made by third parties in 2018. ECF 70-1 ¶ 10; ECF 70-2 ¶ 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). A single author’s Texas affiliation does not place SOC-8 drafting in the Northern District, and clinicians’ statements are not WPATH statements. *See McClintock*, 299 Fed. App’x at 365 (holding venue cannot be based solely on a third-party’s awareness of the publicly published events and information giving rise to plaintiff’s claims); *Border Steel*, 500 F. Supp. 2d at 659–60 (holding that the exchange of information and communications is insufficient to constitute purposeful availment). The “means and instrumentalities” theory concerns merits liability, not jurisdiction. *See FTC v. Neora LLC*, Civil Action No. 3:20-cv-01979-M, 2022 WL 3213540 (N.D. Tex. Aug. 8, 2022) (addressing that theory). In any event, *Neora* involved direct provision of marketing materials to local network participants, whereas WPATH published open-access international academic guidelines available worldwide. *See id.* Publishing generally available material is not purposeful direction at Texas. *Admar Int’l, Inc. v. Eastrock, L.L.C.*, 18 F.4th 783, 787-87 (5th Cir. 2021); *Pervasive Software Inc. v. Lexware GmbH & Co. KG*, 688 F.3d 214, 228 (5th Cir. 2012); *Revell v. Lidov*, 317 F.3d

467, 475 (5th Cir. 2002). Health care workers’ independent use of SOC-8 is unilateral third-party conduct not attributable to WPATH. *See Walden v. Fiore*, 134 S. Ct. 1115, 1121 (2014).

The conduct in the Northern District of Texas is independently insubstantial because Plaintiffs’ sole federal claim seeks only injunctive relief. *See AMG Cap. Mgmt. LLC v. FTC*, 593 U.S. 67, 70 (2021). Plaintiffs must show evidence that WPATH “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). The only identified statements occurred *eight years ago* in 2018, were not statements *by WPATH*, and predate Senate Bill 14’s 2023 prohibition on medical transition for minors in Texas. ECF 70-1 ¶ 10; ECF 70-2 ¶ 18. Texas conduct therefore cannot constitute a substantial part of the claim for injunctive relief.

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

Because venue is improper, § 1406(a) provides that the Court “*shall dismiss*” unless the interest of justice favors transfer to a district where the case could have been brought. 28 U.S.C. § 1406(a) (emphasis added). The Fifth Circuit holds that dismissal is generally appropriate, particularly when the plaintiff could have foreseen the venue defect; transfer is not warranted merely to rescue an early filing. *See Seville v. Maersk, Ltd.*, 53 F.4th 890, 894 (5th Cir. 2022); *see also Everetts v. Allen Police Dep’t*, No. 3:26-CV-870-L-BK, 2026 WL 1508232, at *1 (N.D. Tex. Mar. 27, 2026); *WAPP Tech Ltd. v. Apple Inc.*, No. 4:25-CV-230, 2026 WL 2124215, at *12 (E.D. Tex. July 23, 2026); *Nuttall v. Juarez*, 984 F. Supp. 2d 637, 646 (N.D. Tex. 2013).

The procedural history—set out in WPATH’s concurrently filed Motion to Dismiss—also bears on the § 1404(a) interest-of-justice analysis. In January 2026, the FTC issued a Civil Investigative Demand (“CID”) to WPATH; WPATH sued in the D.C. District Court, 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 Alaska, Iowa, Nebraska, and Texas filed this enforcement action; five days later, the FTC withdrew the CID as “no longer . . . necessary.” ECF 43-1 (D.D.C.). 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.

Transfer would reward the FTC’s selection of an improper venue to evade the D.C. District Court’s ruling and seek through discovery the very same materials covered by the withdrawn and enjoined CID. Given the case’s infancy and the FTC’s sophistication, the interests of justice favor dismissal. *See Seville*, 53 F.4th at 894.

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 transfer is in the interest of justice, the D.C. District Court or the Northern District of Illinois is appropriate. The D.C. District Court and Chief Judge Boasberg are familiar with the dispute and D.C. is the FTC’s headquarters. The Northern District of Illinois is the only other venue with personal jurisdiction over WPATH: WPATH is incorporated and headquartered there, Veritas personnel perform WPATH’s work there, and WPATH’s operations and records are there. WPATH Decl. ¶¶ 4–6. Veritas’s shared business address does not negate WPATH’s genuine operational presence in the Northern District of Illinois, and WPATH has none in the Northern District of Texas.

If the Court declines to dismiss under 28 U.S.C. § 1406(a), WPATH respectfully requests transfer to (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)

Under 28 U.S.C. § 1404(a), transfer is proper when the movant 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.* The court considers private and public factors. *See In re TikTok, Inc.*, 85 F.4th 352, 358 (5th Cir. 2023). The private factors are: (1) access to proof; (2) compulsory process to secure witnesses’ attendance; (3) witness costs; and (4) other practical problems. *See Clarke*, 94 F.4th at 509. The public factors are: (5) court congestion; (6) local interest; (7) familiarity with governing law; and (8) conflicts or foreign-law issues. *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 forum shopping is obvious, transfer is appropriate regardless of 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

As summarized above, *see pp. 7-8, supra*, the FTC’s sequence—CID, WPATH’s D.C. suit and injunction, withdrawal of CID, then this Texas action seeking the same materials—clearly shows forum shopping. WPATH filed suit in D.C., where the FTC is headquartered, before the FTC filed here; WPATH did not select Texas to evade an adverse ruling. Transfer to the D.C. District Court or the Northern District of Illinois is thus warranted on this basis alone. *Gabet*, 2022 WL 4078442, at *15–16.

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

The public and private factors favor transfer to the D.C. District Court. The pending D.C. action and that court’s familiarity with the dispute promote consolidation counterclaims, conserve judicial resources, and avoid inconsistent rulings; the FTC did not seek to transfer the D.C. action. Texas has no local interest because Senate Bill 14 bars the care at issue, and federal courts are

equally capable of applying the FTC Act and state-law analogues (public factors 5-8). D.C. is also more convenient: the FTC is headquartered there and held its conference there; WPATH's Executive Director is there; and other key witnesses, including two SOC-8 Chairs and WPATH's President, are in Europe or the United Kingdom. D.C. therefore improves access to proof, compulsory process, and practical efficiency (private factors 1, 2, and 4).

If the Court declines to transfer to D.C., the same factors favor the Northern District of Illinois over Texas. WPATH is incorporated and headquartered in the Northern District of Illinois, its operations and records are there, Veritas personnel performing WPATH work reside there making access to proof, the witnesses, cost, and other practical considerations most favorable there (private factors 1-4). Illinois also has the local interest in deciding claims concerning WPATH, while all federal courts are equally capable of applying the FTC Act and state-law analogues (public factors 6-8). *See* WPATH Decl., ¶¶ 4-6.

CONCLUSION

For these reasons, 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: September 8, 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

**Admitted Pro hac vice*

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 August 25, 2026. For Plaintiffs, counsel Jonathan Cohen, Michael Dingman, Michelle Watchorn, David Bizar, Ross Vaughan, Eric Wessan, and Hans Clausen participated. For Defendants, counsel Sarah Cummings Stewart, Kristin Parker, Julia Ensor, 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 September 8, 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.

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

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

Defendants.

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. <sup>CLERK IN
Incorporation Division</sup>

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: 05/22/19804. 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:

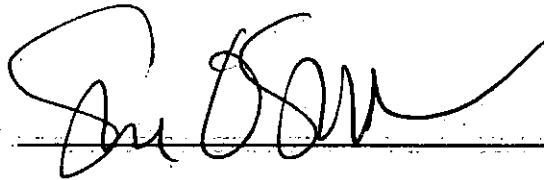
Execution

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:

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
-------------------	-------------	------------------	---------------

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

<u>5900 Balcones Drive, Ste. 100</u>	<u>Austin</u>	<u>TX</u>	<u>78731</u>
--------------------------------------	---------------	-----------	--------------

<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>
-----------------------	-------------	--------------	-----------------

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

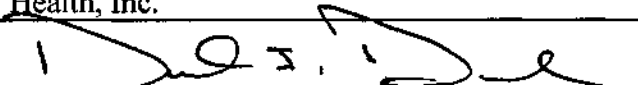
(A certificate of reinstatement may be conditioned on the submission of additional filings. See instructions.)

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

2575 NORTHWEST PARKWAY

Street

Dated MAY 31, 2017
Month & Day Year

ELGIN, IL 60124
City, State, ZIP