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

Jane Nelson
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING
OF

Create Healthy Foundation
113131201

[formerly: THE HILL COUNTRY MEMORIAL HOSPITAL FOUNDATION, INC.]

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

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

Dated: 06/09/2023

Effective: 06/09/2023

Jane Nelson
Secretary of State

Filing#:113131201 Document#:1255486310003 Filed On 6/9/2023 received by Upload

AMENDED AND RESTATED CERTIFICATE OF FORMATION (WITH NEW AMENDMENTS) OF THE HILL COUNTRY MEMORIAL FOUNDATION, INC.

The Hill Country Memorial Foundation, Inc., a Texas nonprofit corporation (the "Corporation"), by and through the undersigned authorized officer, adopts the following in accordance with Sections 3.057 through 3.059 of the Texas Business Organizations Code (the "TBOC"):

1. The name of the filing entity is The Hill Country Memorial Foundation, Inc., a Texas non-profit corporation.

2. The Corporation was formed as a nonprofit corporation on October 27, 1989 and issued file number 113131201 by the Secretary of State of the State of Texas (the "Secretary of State").

3. This document amends and restates the entire Certificate of Formation of the Corporation, referred to herein as the "Certificate of Formation," and as further amended as set forth herein.

4. The full text of each added or amended provision of the Certificate of Formation is contained in the Amended and Restated Certificate of Formation attached hereto as Exhibit A.

5. Each new amendment to the Certificate of Formation effected by this document has been made in accordance with the provisions of the TBOC. The amendments have been approved in the manner required by the TBOC and by the governing documents of the Corporation.

6. The Amended and Restated Certificate of Formation, which is attached to this document, accurately states the text of the Certificate of Formation and each amendment to the Certificate of Formation that is in effect, and as further amended by this document. The attached Amended and Restated Certificate of Formation does not contain any other change in the Certificate of Formation except for the information permitted to be omitted by the provisions of the TBOC applicable to the Corporation. The Certificate of Formation of the Corporation and all amendments and supplements thereto are hereby superseded by the Amended and Restated Certificate of Formation attached hereto.

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

[remainder of page intentionally left blank]

The undersigned affirms that the person designated as registered agent in the Amended and Restated Certificate of Formation 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 Corporation to execute this document.

Date: June 9, 2023.

THE HILL COUNTRY MEMORIAL FOUNDATION, INC., a Texas nonprofit corporation

By: _____
Printed Name: Jenny W. eser
Its: Chairman

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF FORMATION OF THE HILL COUNTRY MEMORIAL FOUNDATION, INC.

ARTICLE I

The name of the Corporation is: Create Healthy Foundation (the "Corporation").

ARTICLE II

The Corporation is a nonprofit corporation.

ARTICLE III

The period of duration of the Corporation shall be perpetual.

ARTICLE IV

The purpose or purposes for which the Corporation is organized are:

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes. More specifically, the Corporation is organized and shall be operated exclusively as an exempt supporting organization for the benefit of Create Healthy Management, a Texas nonprofit corporation and any of its related nonprofit entities of Fredericksburg, Texas under Section 509(a)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended. The Corporation is further organized and shall be operated to carry on all or any of the following purposes: (a) to deliver and promote improved health care through the support of healthcare programs and facilities in its service area of Gillespie County and the surrounding communities; (b) to develop, maintain and make available healthcare education and other health resources in its service area; (c) to enhance access to healthcare, with particular concern for those least served; (d) to provide such services and programs free from discrimination on the basis of race, color, creed, national origin, or sex (including gender identity and sexual orientation); (e) to invest its assets to generate income to carry out its charitable purposes; (f) to undertake any other actions in furtherance of or incident to the above purposes; and (g) to take any other actions as may be permitted under the Texas Nonprofit Corporation Law and the Texas Business Organization Code to the extent as applicable, as now or hereafter in effect.

The Corporation may receive and maintain a fund or funds of real and personal property, or both, and subject to the restrictions and limitations hereinafter set forth, shall use and supply the whole or any part of the income and the principal thereof exclusively for the purpose of improving the services of Create Healthy Management through modernizing, expanding and/or improving the facilities, equipment and services of Create Healthy Management.

No part of the net earnings or assets 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.

Notwithstanding any other provision of this Certificate of Formation, 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 Section 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 Section 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

This Corporation is organized pursuant to the Texas Business Organization Code and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

If at any time the Corporation fails to meet the requirements of the Internal Revenue Code and/or this Certificate of Formation conflict with the Texas or Federal Statutes or common law, the Board of Directors shall amend this Certificate of Formation and/or Bylaws and the operations of the Corporation to conform with said requirements, statutes or laws.

ARTICLE V

The street address of the Corporation's registered agent is 200 West Windcrest, Fredericksburg, Texas 78624, and the name of the registered agent at such address is Jayne Pope.

ARTICLE VI

The Corporation shall have no members.

ARTICLE VII

Except as otherwise provided herein these and in the Bylaws of the Corporation, the day-to-day operation and financial management of the affairs of the Corporation shall be vested in a Board of Directors.

ARTICLE VIII

Upon dissolution of the Corporation, or upon the winding up of its affairs, the assets of the Corporation shall be distributed to and for the use of Create Healthy Management, if it is then in existence and exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or if it

is not then in existence and exempt from taxation, then to any charitable, religious, or educational organization(s) that would then qualify under the Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended selected by the Board of Directors. Any such assets not so distributed shall be distributed by the District Court in the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said District Court shall determine, which are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IX

The Board of Directors shall consist of not less than four (4) nor more than eleven (11) members. The Board of Directors shall have such voting rights, powers, and other rights as provided in the Bylaws of the Corporation. Procedures for appointment, increase and decrease in the number of Directors or varying or adding to the qualifications shall be as set forth in the Bylaws of the Corporation.

ARTICLE X

A Director shall not be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as Director except that this Article does not eliminate or limit the liability of a Director for: (1) a breach of a Director's duty of loyalty to the Corporation; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or (4) an act or omission for which the liability of a Director is expressly provided for by statute. The Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify Directors to the extent that those requirements and limitations do not conflict with this Article and the statutes of the State of Texas.

ARTICLE XI

The power to alter, amend or repeal these Articles shall be vested in the Board of Directors of the Corporation, in the manner set forth in the Bylaws.

ARTICLE XII

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

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.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation this 9 day of June 2023.

CREATE HEALTHY FOUNDATION,
a Texas nonprofit corporation

By: _____
Printed Name: Jenny Wiese
Its: Chairman

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

Jane Nelson
Secretary of State

Office of the Secretary of State

June 17, 2023

Attn: REED CLAYMON MEEKER KRIENKE SPURCK PLLC

Reed, Claymon, Meeker, Krienke & Spurck, PLLC
5608 Parkcrest Drive, Suite 200
Austin, TX 78731 USA

RE: Create Healthy Foundation
File Number: 113131201

It has been our pleasure to file the Restated Certificate of Formation for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure