Create Healthy Management f/k/a Hill Country Memorial

BYLAWS

LAST REVISED November 20, 2024

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AMENDED AND RESTATED
BYLAWS
OF
CREATE HEALTHY MANAGEMENT f/k/a HILL COUNTRY MEMORIAL HOSPITAL
(a Texas non-profit corporation)

ARTICLE ONE
GENERAL

1.1 Name.

The name of the corporation shall be Create Healthy Management (the "Corporation").

1.2 Principal Office.

The principal office of the Corporation in the State of Texas shall be located in the City of Fredericksburg, County of Gillespie. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors of the Corporation (the "Board of Directors" or the "Board") may determine or as the affairs of the Corporation may require from time to time.

1.3 Duration.

The duration of this Corporation shall be perpetual.

1.4 Corporate Seal.

The Board of Directors may provide a corporate seal, which shall be in a form of a circle and shall have inscribed thereon the name of the Corporation.

1.5 Registered Office and Registered Agent.

The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

1.6 Purpose.

The role of this Corporation will be to carry out the purpose or purposes for which the Corporation has been organized as more fully described in Article IV of its Amended and Restated Certificate of Formation.

1.7 Members.

The Corporation shall have no members.

ARTICLE TWO
BOARD OF DIRECTORS

2.1 General Powers. The management of the affairs of the Corporation and the control and disposition of its assets shall be vested in its Board of Directors. In addition, the Board of Directors shall appoint a President and Chief Executive Officer, or such other person as may be designated from time to time, to manage the day-to-day operations and the affairs of the Corporation. In the discharge of any duty imposed or power conferred upon the Directors of the Corporation, including as a member of a committee, the Directors may in good faith and ordinary care rely upon statements or information, opinions, reports and data prepared or presented by (i) one or more officers or employees of the Corporation, (ii) legal counsel, public accountants, investment bankers, consultants or other persons as to matters the Directors reasonably believe are within the person's professional or expert competence or (iii) a committee of the Board of Directors. A Director is not relying in good faith within the meaning of the preceding sentence if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by the preceding sentence unwarranted.

2.2 Qualifications. The qualifications for membership on the Board of Directors are as follows:

A. Each Director must agree to accept the individual Board member duties and responsibilities as listed in the Board Member Duties and Responsibilities Description;

B. Each Director must participate in orientation and continuing education as adopted by resolution of the Board; and

C. Each Director must comply with the Board's Conflict of Interest Policy Statement, as may be amended from time to time.

Directors shall be elected without regard to race, color, religion, sex, age, disability, or national origin.

2.3 Number and Term

A. The Board of Directors shall consist of not less than four (4) nor more than eleven (11) members, the exact number of which shall be fixed from time to time by the affirmative vote of two-thirds (2/3) of the full membership of the Board of Directors, provided that no reduction in the number of Directors shall affect the term of a Directors in office at the time of such action.

B. Subject to the establishment of staggered terms as provided in this paragraph, Directors shall hold office until the expiration of the term for which elected and until a successor has been designated and qualified. All Directors shall draw lots on or about January 1, 2024 in order to establish staggered terms. All terms shall begin January 1, 2024 and two (2) Directors shall serve an initial term of one year, two (2) Directors shall

serve an initial term of two years and three (3) Directors shall serve an initial term of three years. After serving each initial term all Directors shall be elected for terms of three years, with the dates of office being from January 1 to December 31, or until a successor has been elected.

C. No Director shall serve more than three (3) consecutive three-year terms, plus any partial term of less than twelve (12) months, on the Board. If a Director is appointed to fill a vacancy and there are twelve (12) or more months left in the then-current term, the Directors may serve no more than the partial term and two (2) consecutive three-year terms. Notwithstanding the foregoing, a former Director shall be eligible for reappointment as a Director after an absence from serving as Director for a period of one three-year term. The term limits set forth in this paragraph shall commence effective January 1, 2024.

D. A Director may be absent from no more than four (4) regular meetings of the Board of Directors during a calendar year. A Director who exceeds the permitted number of absences shall be deemed to have resigned from the Board of Directors.

E. The President and Chief Executive Officer of the Corporation shall serve as ex-officio members of the Board of Directors, without vote, and shall not be counted for the purpose of establishing a quorum or determining the number of Directors. An ex-officio member of the Board of Directors shall not incur liability as a Director of the Corporation.

2.4 Election of Directors. Successor members to the Board of Directors shall be elected as follows:

A. The Governance Committee shall meet at least annually to recommend to the Board which vacancies need to be filled each year.

B. The Governance Committee shall develop a list of potential nominees, and each nominee shall be contacted to determine if he or she is willing to serve on the Board of Directors. Directors may submit names to the Governance Committee for consideration.

C. A final selection of nominees shall be presented by the Governance Committee for election by the Board of Directors at either the September, October or November board meeting. In addition, at any meeting of the Board at which the election of a Director occurs, a Director may nominate a person with the second of any other Director, provided that the nominating Director has confirmed with the nominee that he/she is willing to serve on the Board of Directors.

D. Nominees elected by the Board of Directors at the September, October or November board meeting shall begin serving their term on January 1 of the upcoming year.

2.5 Removal and Resignation. Any Director may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served. Removal shall require the affirmative vote of at least two-thirds (2/3) of the full membership of the Board of

Directors (not including the Director whose removal is to be voted upon). Any Director may resign at any time by giving written notice to the Board of Directors through the Chair of the Board. Such resignation shall take effect when the notice is received, unless the notice specifies a future date. Unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.

2.6 Vacancies. Vacancies in the Board of Directors due to death, resignation, or other cause shall be filled by the affirmative vote of at least two-thirds (2/3) of the remaining Directors. Directors so elected shall hold office until the following January 1st, at which time a successor shall be elected as set forth in Section 2.4 above.

2.7 Compensation of Directors. No Director shall receive a stated salary for service as such, but certain expenses may be allowed for attendance at any regular or special meeting of the Board of Directors, as determined in the discretion of the Board of Directors.

2.8 Conflicts of Interest. All Directors, advisory directors, members of the administrative staff, and other persons employed by this Corporation must comply with the Corporation's Conflict of Interest Policy Statement. Each Director, advisory director and employee of the Corporation, as requested by the Corporation's President and CEO and the Board of Directors, shall annually acknowledge compliance with the Policy Statement and report exceptions thereto by means of a questionnaire approved by the Board of Directors.

2.9 Advisory Directors. The Board of Directors may establish one or more advisory boards or appoint one or more advisory directors. Advisory directors shall be elected by the Board of Directors for such terms as to be established by the Board of Directors. The role of the advisory director shall be purely for community input, and the advisory directors shall have no responsibility for decision-making as it relates to the Corporation and shall not serve on standing committees of the Board. Advisory directors shall have neither the right nor the power to vote and shall not be counted as or considered a Director for the purpose of determining a quorum or for any other purpose, except that the advisory director shall have the same rights to indemnification and insurance coverage that a Director has pursuant to the Articles of Incorporation for the Corporation, these Bylaws or applicable law. As a condition to serving in an advisory director role, each person appointed as an advisory director must execute an Advisory Board Agreement prior to the effective date of his/her appointment. It is the intent of the Board of Directors that advisory directors not incur liability as a Director of the Corporation.

2.10 Board Committees or Councils. In addition to the standing committees or councils designated in Article Four below, the Board of Directors may from time to time create, modify, or disband committees or councils that, to the extent permitted by law, shall have and may exercise such powers as the Board may determine and specify in the respective resolutions appointing the committees. Except as otherwise provided in these Bylaws, all committee or council members shall be appointed by the Chair and ratified by the Board. The Chair shall present a slate of committee and council members to the board prior to the January Board meeting each year, and the committee and council members ratified by the Board shall take office in January of each year. To the extent permitted by law, the Chair may appoint persons who are not members of the Board to any committee or council except a committee or council having the authority of the Board of

Directors;any such committee or council members shall have the right to vote in the committee or councilA majority of all the members of any such committee or council may determine its action and fix the time and place of its meetings unless the Board of Directors shall otherwise provide. The Chair and the Board of Directors shall have power at any time to change the number of members of any such committee or council or to fill vacancies or to discharge any member of any such committee or council.

ARTICLE THREE
MEETINGS OF THE DIRECTORS

3.1 Place. Meetings of the Board of Directors shall be held at the registered office of this Corporation, or at such other places as may be determined from time to time by the Board of Directors.

3.2 Regular Meetings. Regular meetings of the Board shall be held at a place as the Board shall from time to time determine. A regular Board meeting shall be held during each calendar month on such day as may be designated in the call unless the Board votes to forego such monthly meeting; provided, however, that the Board shall hold no less than nine (9) regular monthly meetings each calendar year. Written notice of each regular meeting of the Board of Directors shall be given to each Director at least three (3) days before the date of such meeting, and such notice shall include the date, time and place of the meeting and may include the business to be transacted at the meeting. Notice may be given in person, by mail, by e-mail or by facsimile. If the meeting is held solely or in part by using a conference telephone or other communications system, the form of communications system to be used for the meeting and the means of accessing the communications system must be included in the notice.

3.3 Special Meetings. Special meetings of the Board of Directors shall be held upon call by the Chair or any two Directors within fourteen (14) days of receipt of a written request. Written notice of each special meeting of the Board of Directors shall be given to each Director at least three (3) days before the date of such special meeting, and such notice shall include the time, place, and business to be transacted. Notice may be given in person, by mail, by e-mail, or by facsimile. Actions taken at a special meeting shall be limited to matters directly related to those stated in the notice of meeting.

3.4 Quorum. At any meeting of the Board of Directors, the presence of a majority of Directors then in office shall be necessary to constitute a quorum. Directors present by proxy shall not be counted towards a quorum.

3.5 Voting of Directors. Each Director who attends a meeting of the Directors personally or by proxy shall be entitled to one vote on each matter submitted to a vote. A Director must vote in person on such matters at such meetings, except that a Director may vote by proxy provided that the appointment of such proxy shall be in writing and shall describe the specific action to be taken by the proxy on behalf of the absent Director (and shall not include a blanket authorization to vote on all matters). A copy of such writing shall have been executed by the person authorized to vote and delivered to the Corporation to the attention of the Secretary of the Corporation. No proxy shall be valid after one (1) month from the date of its execution. Each

proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. A proxy that fails to meet the criteria set forth above shall be null and void and of no legal effect.

3.6 Actions of the Board of Directors. At a meeting of Directors at which a quorum is present, a majority vote of the Directors present at the meeting by attendance or by proxy shall be required for a resolution or act of the Board of Directors unless otherwise specifically provided by law, the Articles of Incorporation or these Bylaws. The following actions shall require the affirmative vote of two-thirds (2/3) of the full membership of the Board:

A. Approval of all mergers, acquisitions, consolidations, or affiliations of the Corporation with other entities, the sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation, or the sale, mortgage or encumbrance of any real property owned by the Corporation;

B. Appointment or removal of any Directors of the Corporation in accordance with these Bylaws;

C. Creating or investing in any subsidiary entity or entering into any partnership or joint venture;

D. Dissolution or liquidation of the Corporation;

E. Appointment or removal of an officer of the Board or the Corporation;

F. Authorization of any loans, guaranties or incurrence of debt;

G. The commencement of any litigation or other legal proceeding, or the settlement, disposition or termination of any such litigation or other legal proceeding or of any claim or threat of litigation or other legal proceeding, in excess of a dollar amount set by resolution or policy of the Board of Directors;

H. The adoption of or approval of amendments or changes to the Articles of Incorporation or these Bylaws; and

I. Approving or taking the actions set forth in this Section 3.6 as the member of any subsidiary corporation, to the extent such powers are reserved to the Corporation as the member of such subsidiary corporations.

3.7 Action by Written Consent. Any action required or permitted to be taken by the Board under any provision of law, the Articles of Incorporation, or these Bylaws may be taken without a meeting if the number of Directors necessary to take such action at a meeting at which all Directors were present and voted have executed a written consent. The consent must state the date of each Director's signature. Prompt notice of the taking of an action by Directors without a meeting by less than unanimous written consent shall be given to each Director who did not consent in writing to the action. Such written consent or consents shall be filed with the Secretary

and placed in minutes of the proceedings of the Board. For purposes of this section, "written" includes stored or transmitted electronic data, electronic transmissions, and reproductions of writings. A "signature" is any symbol executed by a person with present intention to authenticate a writing and includes a digital signature, electronic signature, or facsimile of a signature. Such written consent or consents shall be filed with the Secretary and placed in minutes of the proceedings of the Board.

3.8 Alternative Forms of Meetings. The Board of Directors or a Committee of the Board may hold a meeting through the use of conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, provided that all members participating in such a meeting can hear and speak to one another. Participation in a meeting pursuant to this Section shall constitute presence in person at such a meeting. A quorum must be present for any action to be taken. A record of any action taken will be kept with the official minutes of the Board or Committee. If voting is to take place at the meeting, the Corporation shall implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified.

3.9 Attendance as Waiver of Notice. Attendance at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.10 Minutes of the Meetings of the Directors. Minutes of each meeting of the Directors shall be kept in the custody of the Secretary of the Corporation at its corporate office.

ARTICLE FOUR
COMMITTEES AND COUNCILS OF THE BOARD OF DIRECTORS

4.1 General. Committees or councils of the Board of Directors shall be standing or ad hoc. Standing committees shall include an Executive Committee, Governance Committee, Audit and Finance Committee, and such other committees or councils as the Board of Directors may authorize. Except as otherwise provided in these Bylaws, the chairmen and members of the standing and ad hoc committees and councils shall be appointed annually by the Chair of the Board of Directors and approved by the Board of Directors. Committee or council members may be removed at any time by action of the Board of Directors with or without cause. At a committee or council meeting, a quorum shall be a majority of the number of members of the committee or council. Each committee or council meeting shall have an agenda and shall submit a summary of its actions and recommendations to the Board of Directors. A majority of the members of each committee or council may fix the time and place of its meetings, unless the Board of Directors shall otherwise provide, and meetings of any committee or council may be held upon such notice (or without notice) as shall from time to time be determined by the committee or council members. Each committee and council shall at all times remain subject to the control and supervision of the Board of Directors. Except as otherwise provided in these Bylaws, each committee or council member shall serve until his/her removal, resignation or term expiration.

4.2 Executive Committee. The Executive Committee shall consist of the Chair, Vice Chair, and Secretary. The President and CEO, or designee, shall be an ex-officio, non-voting member of the Executive Committee. The Chair of the Board shall serve as Chair of the Executive Committee. The Committee shall have power to transact business of the Corporation and the subject to any prior limitation imposed by the Board of Directors. The Executive Committee shall have such additional duties and responsibilities as may be set forth in these Bylaws or as the Board of Directors assigns to the committee from time to time, including the following executive evaluation and compensation responsibilities: (a) recommending a President and CEO evaluation policy to the Board, including annual goals for the President and CEO and a process for annual President and Chief Executive Officer performance evaluation; (b) conducting the President and CEO evaluation process, consistent with the Board-approved policy; (c) ensuring that the Corporation's executive compensation program meets IRS requirements; (d) reviewing and understanding all current legal and regulatory requirements with regard to executive compensation; (e) approving or recommending to the Board an independent compensation consultant, if necessary, to provide comparative market information on compensation and benefits and to advise the committee on compensation trends and regulatory compliance issues; (f) reviewing and recommending to the Board an incentive compensation program for the President and CEO; and (g) recommending to the Board annual compensation for the President and CEO consistent with the Corporation's incentive compensation plan and the President and CEO's contract. Minutes of the Executive Committee meetings shall be submitted to the Board, and its actions shall be brought to the Board at the next regular meeting for ratification.

4.3 Audit and Finance Committee. The Audit and Finance Committee shall consist of no fewer than three (3) members of the Board of Directors, with the exact number to be set by the Board of Directors. The committee members shall serve one (1) year terms. The primary functions of the Audit and Finance Committee are to (i) assist the Board of Directors in fulfilling its oversight responsibilities with respect to the external and internal audit activities of the Corporation, (ii) review the financial performance of the Corporation on a quarterly basis and analyze financial data and trends pertinent to the Corporation, and (iii) perform such additional duties as the Board of Directors may assign to the committee from time to time and as enumerated in the applicable Board Policy. The Audit and Finance Committee shall meet at least quarterly or more frequently if the Committee or Committee Chair determines additional meetings to be necessary to fulfill the Committee's responsibilities. The Committee shall keep a record of its meetings and report its actions and recommendations to the Board.

4.4 Governance Committee. The Governance Committee shall consist of at least (3) members of the Board of Directors. The committee members shall serve one (1) year terms. The Chair of the Board and the President and CEO, or his/her designee, shall be ex-officio, non-voting members of the Governance Committee. The purpose of the Governance Committee is to (a) recommend individuals qualified to become members of the Board of Directors, consistent with criteria established by the Committee and approved by the Board, (b) recommend Directors qualified to become officers of the Board, and (c) such other duties and responsibilities as may be set forth in these Bylaws or assigned by the Board of Directors from time to time and as enumerated in the applicable Board Policy. The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. The Committee shall keep a record of its meetings and report its actions and recommendations to the Board.

4.5 Impact/Needs Council. The Impact/Needs Council shall have not less than five (5) members, at least one (1) of whom shall be a member of the Corporation's Board of Directors. The purpose of the Impact Needs Council shall be to conduct outreach to determine ongoing community needs and monitor impact of funding, evaluate grants already expensed, and carry out such other responsibilities as may be assigned from time-to-time by the Board of Directors.

4.6 Investment Council. The Investment Council shall have not less than five (5) members, at least two (2) of whom shall be members of the Corporation's Board of Directors. The purpose of the Investment Council shall be to provide and advise on investment of the combined Create Healthy Management and Corporation corpus, recommend to the Board any grant funding available, and carry out such other responsibilities as may be assigned from time-to-time by the Board of Directors. The Investment Council is to establish an Investment Policy and spending policies for the Corporation. Such policies shall be recommended to the Executive Committee prior to presentation to the Board. In addition, the Investment Council shall be responsible for management of all investments of the Corporation and securing outside investment advisors and money managers, as appropriate. The Investment Council shall meet at such times as it deems necessary to fulfill its responsibilities. The Investment Council shall keep a record of its meetings and report its actions and recommendations to the Executive Committee and the Board.

4.7 Grant Scholarship Council. The Grant Scholarship Council shall have not less than five (5) and no more than seven (7) members, at least two (2) of whom shall be members of the Corporation's Board of Directors. The purpose of the Grant Scholarship Council shall be to review grant applications and determine funding recommendations based on organizational criteria, conduct site visits, make grant award recommendations to the Board, and carry out such other responsibilities as may be assigned from time-to-time by the Board of Directors.

4.8 Development Council. The Development Council shall have not less than eight (8) and no more than twelve (12) members, at least one (1) of which shall be a member of the Corporation's Board of Directors. The purpose of the Development Council shall be to plan needed special events, fundraising campaigns and promotion for legacy gifts, provide guidance for donor management, and carry out such other responsibilities as may be assigned from time-to-time by the Board of Directors.

ARTICLE FIVE
OFFICERS

5.1 Officers of the Board and Officers of the Corporation.

A. The officers of the Board shall be a Chair, Vice Chair, Secretary, and such other officers as the Board of Directors may from time to time determine to be necessary or convenient. Any two or more offices may be held by the same person, except the offices of Chair and Secretary. Officers of the Board shall be elected from the members of the Board of Directors.

B. The officers of the Corporation shall be a President and CEO and Secretary and such other officers as the Board of Directors may from time to time determine to be necessary or convenient.

C. In the discharge of any duty imposed or power conferred upon an officer, the officer may in good faith and ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by (i) one or more other officers or employees of the Corporation including members of the Board of Directors or (ii) legal counsel, public accountants, investment bankers, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence. An officer is not relying in good faith within the meaning of the preceding sentence if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by the above sentence unwarranted.

D. No officer shall execute, acknowledge, verify or countersign any instrument on behalf of the Corporation in more than one capacity, if such instrument is required by law, the Articles of Incorporation, these Bylaws or any act of the Corporation to be executed, acknowledged, verified or countersigned by two or more officers.

5.2 Election; Term of Office; Resignation; Removal and Vacancies.

A. Officers of the Board. The officers of the Board shall be elected by the Board of Directors from amongst the candidates nominated by the Governance Committee. In addition, at any meeting of the Board at which the election of officers occurs, a Director may nominate any Director for office with the second of any other Director, provided that the nominating Director has confirmed with the nominees that they are willing to serve as officers of the Board.

1. Term of Office. The officers of the Board shall be elected during the last quarter of the calendar year in odd-numbered years and take office on January 1 of the following year. The term of office for officers of the Board shall be two (2) years for each respective office. Each officer of the Board shall serve only one (1) term in each respective office. Each officer shall hold office until his or her successor shall be elected and qualified, or until his or her earlier death, resignation, retirement, disqualification or removal.

2. Resignation or Removal. Any officer may resign at any time by giving written notice thereof to the Chair of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective. Any officer of the Board may be removed from office by action of the Board of Directors with or without cause.

3. Vacancies. Any vacancy occurring in any office of the Board shall be filled by the Board of Directors voting in accordance with Section 3.6 for the unexpired portion of the term.

C. Officers of the Corporation. The President and CEO shall be appointed by the Board of Directors and shall serve as the President and CEO of the Corporation until his/her death, resignation, retirement or removal. The President and CEO shall employ the remaining senior management staff of the Corporation. The President and CEO shall serve at the discretion of the Board. The President and CEO may resign at any time by giving written notice thereof to the Chair of the Board. Any senior management staff may resign by giving notice to the President and CEO. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective. The President and CEO may be removed from office by action of the Board of Directors with or without cause. Any vacancy occurring in the position of the President and CEO shall be filled by the Board of Directors, voting in accordance with Section 3.6.

5.3 Chair. The Chair shall preside at all meetings of the Board of Directors, and shall be an ex-officio member, without vote, of all Board committees other than the Executive Committee. The Chair may sign, with the Secretary or any other officer of the Board authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution has been expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

5.4 Vice Chair. The Vice Chair shall act as Chair in the absence of the Chair and, when so acting, shall have the power and authority of the Chair. The Vice Chair shall have such other duties and responsibilities as may be delegated to him/her by the Chair, or as may be prescribed by resolutions adopted by the Board of Directors from time to time.

5.5 Secretary. The Secretary shall act as Secretary of both the Corporation and the Board of Directors. The Secretary shall assure that appropriate notices are sent and agendas are prepared for all meetings of the Corporation and of the Board of Directors. The Secretary shall act as custodian of all records and reports, shall assure that adequate records are kept and reported for all meetings of the Corporation and of the Board of Directors, and shall perform such other duties as may be assigned to the Secretary by the Chair or the Board of Directors from time to time.

5.6 President and Chief Executive Officer. The Board shall select and appoint a competent and qualified President and Chief Executive Officer ("President and CEO") who shall be its representative in the management of the Corporation and shall hold the title President and CEO. The President and CEO shall serve at the discretion of the Board. The President and CEO shall be given the necessary authority and responsibility to operate the Corporation in all their activities and departments, subject only to such policies as may be issued by the Board of Directors, or by any of its committees to which it has delegated power for such action. The President and

CEO shall act as the duly authorized representative of the Board of Directors in all matters concerning the Corporation in which the Board has not formally designated some other person to so act. The President and CEO shall be an ex-officio non-voting member of the Board and of all Board committees.

The authority and responsibility and duties of the President and CEO shall include:

A. Carrying out all policies established by the Board of Directors and advising on the formation of these policies;

B. Developing and submitting to the Board for approval a plan of organization for the conduct of the Corporation operations and recommended changes when necessary;

C Preparing, and presenting to the Board of Directors for approval, annual capital and operating budgets for the Corporation showing the expected revenue and expenditures;

D. Selecting, employing, controlling, and discharging employees and developing and maintaining personnel policies and practices for the Corporation; and the Hospital;

E. Maintaining physical properties of the Corporation in a good and safe state of repair and operating condition;

F. Supervising business affairs of the Corporation to ensure that funds are collected and expended to the best possible advantage;

G. Presenting to the Board, or its authorized committee, periodic reports reflecting the financial activities of, the Corporation and any subsidiary entities and such special reports as may be required by the Board;

H. Attending all meetings of the Board of Directors and serving on committees thereof;

I. Preparing a plan for the achievement of the Corporation's specific objectives and periodically reviewing and evaluating that plan;

J. Representing the Corporation in its relationships with the community;

K. Reviewing and acting on reports and recommendations from authorized planning, regulatory and inspecting agencies;

L. Day-to-day operation of the Corporation and implementation or organized management and administrative functions throughout the Corporation;

M. Negotiating all contracts in accord with the policies of the Board;

N. Obligating Corporation funds pursuant to the approved annual capital and operating budgets, subject to any limits that may be imposed by the Board of Directors from time to time;

O. Appointment and removal of the senior management staff of the Corporation;

P. Assuring that a true and accurate accounting of the financial transactions and properties of the Corporation is made, that reports of such transactions are presented to the Board of Directors whenever required, but at least annually and

Q. Performing other duties that may be necessary or in the best interest of the Corporation and Hospital.

ARTICLE SIX
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

6.1 Contracts. The Corporation may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

6.2 Checks and Drafts. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Corporation. In the absence of such determination by the Corporation, such instrument shall be signed by the Secretary and countersigned by the President and CEO of the Corporation.

6.3 Deposits All funds from the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Corporation may select.

6.4 Gifts. The Corporation may accept any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation.

ARTICLE SEVEN
BOOKS AND RECORDS

7.1 The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors. The books and records of the Corporation shall be maintained at the principal office of the Corporation and shall be made available for review by the Board of Directors during business hours and on business days and upon such notice as required by the Corporation's policies approved by the Board of Directors from time to time.

ARTICLE EIGHT
FISCAL YEAR

8.1 The fiscal year of this Corporation shall commence on January 1 of each year and end on December 31.

ARTICLE NINE
INDEMNIFICATION OF DIRECTORS AND OFFICERS; INSURANCE; LIABILITY

9.1 Indemnity. To the fullest extent permitted by applicable law and except as provided in Section 9.2 of this Article, the Corporation shall indemnify and hold harmless any Director, officer or advisory director for: (i) costs and expenses (including attorneys' fees); (ii) amounts paid in settlement; (iii) judgments; and (iv) fines actually and necessarily incurred by him or her in connection with any claim asserted against him or her by reason of his or her being or having been a Director, officer or advisory director of the Corporation. The Corporation shall not indemnify any Director, officer or advisory director for any criminal, intentionally wrongful or grossly negligent acts.

9.2 Determination of Liability. It is intended that the provisions of Section 9.1 of this Article be self-executing and have the force of a contractual indemnification. As a matter of corporate decision-making, however, any determinations required to be made under Section 9.1 of this Article shall be made by a majority vote of a quorum of Directors, consisting of Directors who were not named as defendants or respondents in the relevant proceeding. In the event that such a quorum cannot be established, then such determinations shall be made by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two (2) or more Directors who at the time of the vote are not named defendants or respondents in the relevant proceeding, or as otherwise permitted by law.

9.3 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is, or has been, a Director, officer or advisory director of the Corporation against any liability incurred by him or her in such position, whether or not the Corporation would otherwise be empowered to indemnify him or her against such liability under this Article.

ARTICLE TEN
WAIVER OF NOTICE

10.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the Articles of Formation or the Bylaws, a waiver thereof in writing signed by the person persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN
AMENDMENTS

11.1 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an act of the Board of Directors in accordance with Section 3.6.

ARTICLE TWELVE
MISCELLANEOUS

12.1 Legal Authorities Governing the Constructions of Bylaws. The Bylaws shall be constructed in accordance with the laws of the State of Texas. All references in the Bylaws to statute, regulations, or other sources of legal authority shall refer to the authority cited or their successors as they be amended from time to time.

12.2 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

12.3 Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

12.4 Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural and all plural words shall include the singular.

12.5 Binding. The Bylaws shall be binding upon and inure to the benefit of the Directors, Officers, Committee or Council Members, Employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns, except as otherwise provided by the Bylaws.

ARTICLE THIRTEEN
APPROVAL AND AMENDMENT DATES

Approved by the Board of the Corporation:

Adopted: July 28, 1998
Amended: October 26, 1999
Amended: July 30, 2002
Amended: October 22, 2003
Amended: October 26, 2004
Amended: July 26, 2005
Amended: December 15, 2005
Amended: January 31, 2006
Amended: July 25, 2006
Amended: October 24, 2006

Amended: May 29, 2007
Amended: June 2, 2009
Amended: June 8, 2010
Amended: July 10, 2012
Amended: November 5, 2013
Amended: March 24, 2014
Amended: October 4, 2017
Amended: September 1, 2020
Amended: March 7, 2023
Amended: June 7, 2023
Amended: November 20, 2024

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CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of the Corporation, does hereby certify that the foregoing Amended and Restated Bylaws of said Corporation are a true and correct copy of the Amended and Restated Bylaws of the Corporation approved and adopted by the Board of Directors of the Corporation as of the 20 day of November 2024.

Joel Junker

Name: Joel Junker

Title: Secretary