AMENDED AND RESTATED
BYLAWS OF
CREATE HEALTHY FOUNDATION F/K/A
HILL COUNTRY MEMORIAL HOSPITAL FOUNDATION, INC.
A TEXAS NONPROFIT CORPORATION

ARTICLE ONE
GENERAL

1.1 Name. The name of the corporation is Create Healthy Foundation (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 Purposes.

A. The purpose or purposes for which the Corporation is organized are exclusively for charitable, scientific and educational purposes. More specifically, the Corporation is organized and shall be operated exclusively for the benefit of Create Healthy Management f/k/a Hill Country Memorial Hospital of Fredericksburg, Texas and its related nonprofit entities ("Create Healthy Management").

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

C. 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.

D. 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.

E. Notwithstanding any other provision of the Certificate of Formation or these Bylaws, 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.

F. 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.

G. Upon dissolution of the Corporation, or upon the winding up of its affairs, the assets of the Corporation shall be distributed as described in the Corporation's Certificate of Formation.

H. If at any time the Corporation fails to meet the organizational and operational requirements of Section 501(c)(3) of the Internal Revenue Code, the Directors shall amend the Certificate of Formation and/or these Bylaws and/or conform the operation of the Corporation to meet said requirements.

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 CEO, or other such person as may be designated from time to time by the Board of Directors, 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 shall agree to accept the individual Board Member duties and responsibilities of a Director of the Corporation, as promulgated by the Board of Directors;

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

C. Each Director shall 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) or 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.. The President and CEO of Create Healthy Management shall be an ex-officio member of the Board of Directors.

B. The term of office for elected Directors shall be 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 terms on the Board, 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 year.

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 CEO 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 Directors of the Corporation.

2.4 Appointment of Directors. Members of the Board of Directors shall each be appointed from the Board of Directors of Create Healthy Management and shall serve a term conterminous with their term on the Create Healthy Management Board of Directors. No Board member shall be on the Create Healthy Foundation Board without also serving as a member of the Create Healthy Management Board of Directors. The Board of Directors shall make appointments during its September, October or November board meeting, and members of the Board of Directors shall begin serving their terms 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 appointment by the Board of Directors according to the requirements of Section 2.4 above. Directors so appointed shall hold office until the following January 1. During the time a vacancy is being filled pursuant to this Section 2.6, a successor shall be appointed as set forth in Section 2.4 above. Such successor shall take office the following January 1 and shall serve out the remainder of the vacated three-year term.

2.7 Compensation of Directors. No Director shall receive a stated salary for service as such, but certain actual 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 as in effect from time to time. 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 an 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 or Councils 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 Directors shall have the same rights to indemnification and insurance coverage that a Director has pursuant to the Articles of Formation 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 comply with the corporation's Conflict of Interest Policy as in effect from time to time, prior to the effective date of his appointment. It is the intent of the Board of Directors that Advisory Directors not incur liability as Directors 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 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 or Councils. 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 his appointed slate of Committee or Council members to the Board prior to the January Board meeting 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 Committees or Councils having the authority of the Board of Directors. A 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 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 the offices of Create Healthy Management, or such other place as the Board shall from time to time determine. The Board shall hold no less than four (4) regular meetings each calendar year, one of which may include the Annual Meeting. 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. Notice may be given in person, by mail, 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 the 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 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, shall be required for a resolution or act of the Board of Directors unless otherwise specifically provided by law, the Certificate of Formation 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 of all or substantially all of the assets of the Corporation, or the sale, mortgage or encumbrance of any real or personal 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 of the Board of Directors; and

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

I. The movement of funds from the board designated funds.

3.7 Action by Written Consent. Any action required or permitted to be taken by the Board under any provision of law, the Certificate of Formation, 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 or Council 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, Committee or Council. 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 or of a Committee or Council 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 as part of Create Healthy Management. Create Healthy Foundation has no standing or ad hoc Committees or Councils.

ARTICLE FIVE
OFFICERS

5.1 Officers of the Board and Officers of the Corporation.

A. The officers of the Board shall be a Chair, a President and CEO, a Vice Chair, and a 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.

B. The officers of the Corporation shall be a President/Chief Executive Officer ("President and CEO") 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 Certificate of Formation, these Bylaws or any act of the Corporation to be executed, acknowledged, verified or countersigned by two or more officers.

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

A. Designation of Officers. The officers of the Board of Directors of Create Healthy Management shall also serve as the officers of the Corporation as follows:

1. The Chair of the Board of Directors of Create Healthy Management shall serve as the Chair of the Corporation.

2. The Vice Chair of the Board of Directors of Create Healthy Management shall serve as the Vice Chair of the Corporation.

3. The Secretary of the Board of Directors of Create Healthy Management shall serve as the Vice Chair of the Corporation.

4. The President and CEO of Create Healthy Management shall serve as the President and CEO of the Corporation.

B. Term of Office. The officers shall be designated during the last quarter of the calendar year in even-numbered years and take office on January 1 of the following year. The term of office for officers shall be two (2) years for each respective office. Each officer of the Board may 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.

C. Removal and Resignation; Vacancies. Officers shall be removed from office if the officer is removed from his/her office in the Board of Directors of Create Healthy Management. A resignation from office in the Board of Directors of Create Healthy Management shall be considered a resignation from office in the Board of Directors of the Corporation. Vacancies shall be filled as provided in the Bylaws of the Board of Directors of Create Healthy Management.

D. Officers of the Corporation. The President/Chief Executive Officer shall be appointed and serve as provided in the Bylaws of the Board of Directors of Create Healthy Management.

5.3 Chair. The Chair shall preside at all meetings of the Board of Directors. The Chair may sign, with the Secretary or any other officer or agent 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 other such duties as may be prescribed by the Board of Directors from time to time. Chair may be referred to as "Chair of the Board" or "Chair."

5.4 Vice Chair ("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 other such duties and responsibilities as may be delegated to him by the Chair, or as may be prescribed by resolutions adopted by the Board of Directors from time to time. The Vice Chair may be referred to as "Vice Chair of the Board" or "Vice Chair."

5.5 Secretary. The Secretary shall assure that appropriate notices are sent and agendas are prepared for all meetings of the Board of Directors and Committee or Councils. 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 Board of Directors and Committee or Councils, and shall perform other such 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 President and CEO of Create Healthy Management shall serve as President and CEO of the Corporation. 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 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 Board of Directors 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 Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Chair, Vice Chair or Secretary and countersigned by the President and CEO of the Corporation.

6.3 Deposits. All funds of 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 Board of Directors may select.

6.4 Gifts. In accordance with any Gift Acceptance Policy adopted by the Corporation, the Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purposes of the Corporation.

ARTICLE SEVEN
BOOKS AND RECORDS

7.1 Books and Records. 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 or Councils. 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 Fiscal Year. The fiscal year of this Corporation shall commence on January 1 of each year and end on December 31 or such other period as may be adopted by the Board of Directors from time to time.

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, Advisory Director, or Committee or Council member 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 , Advisory Director or Committee or Council member of the Corporation. The Corporation shall not indemnify any Director, Officer, Advisory Director or Committee or Council Member for any criminal, intentionally wrongful or grossly negligent acts.

9.2 Determination of Liability. It is intended that the provisions of Section 9.1 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 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 and 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 shall secure and maintain insurance on behalf of any person who is, or has been, a Director, Officer, Advisory Director or Committee, or Council member 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 TO BYLAWS

11.1 Amendments to Bylaws. 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 3.7. Further, no amendment shall be effective unless and until approved by the Board of Directors of Create Healthy Management.

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 Directors:

Adopted: October 24, 1989
Amended: October 20, 1998
Amended: October 19, 1999
Amended: April 26, 2005
Amended: October 25, 2005

Amended: January 29, 2008
Amended: October 26, 2010
Amended: October 30, 2012
Amended: October 31, 2017
Amended: June 7, 2023
Amended: November 20, 2024

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Create Healthy Foundation, and the foregoing Amended and Restated Bylaws constitute the Bylaws of the Corporation. These Amended and Restated Bylaws were duly adopted at a meeting of the Board of Directors held on November 20, 2024.

Signature: _____, Secretary

Date: 12/30/24