



Office of the Secretary of State

CERTIFICATE OF FILING
OF

HEALTH CARE FOR SPECIAL POPULATIONS
File Number: 801175058

The undersigned, as Secretary of State of Texas, hereby certifies that a 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.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 09/25/2009

Effective: 09/25/2009



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

SEP 25 2009

Corporations Section

CERTIFICATE OF FORMATION
OF
HEALTH CARE FOR SPECIAL POPULATIONS

I, the undersigned natural person of the age of eighteen (18) years or more, citizen of the State of Texas, acting as incorporator of a corporation under Chapter 3 of the Texas Business Organizations Code, do hereby adopt the following for such corporation:

ARTICLE ONE

The name of the corporation is: HEALTH CARE FOR SPECIAL POPULATIONS.

ARTICLE TWO

The corporation is a nonprofit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. Specifically, the corporation is organized and shall be operated to provide resources for the health needs of special populations, such as the homeless. The corporation shall engage in all activities necessary to accomplish these purposes. The corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the

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publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE FIVE

The name of the initial registered agent is DAVID S. BUCK. The business address of the initial registered agent and the initial registered office is: 2105 Woodhead, Houston, Texas 77019.

ARTICLE SIX

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons (not less than three nor more than seven) as may be fixed by the Bylaws. Until changed by the Bylaws the original number of directors shall be three (3). The directors shall continue to serve until their successors are selected in the manner provided in the Bylaws of the corporation. The names and addresses of the persons who shall serve as directors of the corporation until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
David S. Buck	2105 Woodhead, Houston, Texas 77019
James P. Turley	3810 Linkwood Drive, Houston, Texas 77025
Kallol S. Mahata	1623 Saddle Creek Circle #1433, Arlington, Texas 76015

ARTICLE SEVEN

The corporation shall have no members.

ARTICLE EIGHT

The initial Bylaws of the corporation shall be adopted by its Board of Directors, and the power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Any action which can be taken at any annual or special meeting of directors may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by the number of directors that would be necessary to take such action at a meeting at which all directors who were eligible to vote on such action were present and voted.

ARTICLE NINE

The corporation and its directors shall not engage, participate or intervene in any activity or transaction which would result in the loss by the corporation of its status as an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1986 as amended (the "Code") or corresponding provisions hereafter in effect, as an organization described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect; and the use, directly or indirectly, of any part of the corporation's assets in any such activity or transaction is hereby expressly prohibited.

ARTICLE TEN

The assets of the corporation are pledged to charitable purposes. In the event of the dissolution of the corporation, by lapse of time or otherwise, when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but the Board of Directors, after paying or making provision for the payment of all liabilities of the corporation, shall transfer and set over

such property to an organization which is exempt from federal income taxation under section 501(c)(3) of the Code or corresponding provisions hereafter in effect, and which is engaged in activities substantially similar to those of the corporation carried out in furtherance of the purposes specified in Article Four, or, if none is then in existence, then such funds or property or rights thereto shall be transferred and set over in such manner and to such organization (or organizations) which shall at such time of dissolution qualify as an organization (or organizations) exempt from federal income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization (organizations) described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, as the Board of Directors in its sole discretion shall determine.

ARTICLE ELEVEN

A director of the corporation shall not be liable to the corporation for monetary damages for an act or omission in the director's capacity as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (iv) for any act or omission for which the liability of the director is expressly provided for by statute. If either the Texas Business Organizations Code, the Texas Miscellaneous Corporation Laws Act, or any other applicable Texas statute hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on liability provided herein, shall be limited

to the fullest extent permitted by such amended act. Any repeal or modification of this Article Eleven shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

Each director, advisory director, officer, employee and agent, past or present, of the corporation, and each person who serves or may have served at the request of the corporation as a director, advisory director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or entity, and their respective heirs, administrators and executors, shall be indemnified by the corporation in accordance with, and to the fullest extent provided by, the provisions of Chapter 22 of the Texas Business Organizations Code as it may from time to time be amended.

For purposes hereof, "director" shall include an advisory director.

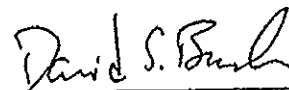
ARTICLE TWELVE

The name and street address of the incorporator is: David S. Buck, 2105 Woodhead, Houston, Texas 77019.

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.

DATED the 21st day of September, 2009.



DAVID S. BUCK

TEXAS COMPTROLLER *of* PUBLIC ACCOUNTS

WWW.WINDOW.STATE.TX.US



October 09, 2009

HEALTH CARE FOR SPECIAL POPULATIONS
2105 WOODHEAD ST
HOUSTON TX 77019-6818

Taxpayer number: 32040377288
File number: 0801175058

We have been informed by the Texas Secretary of State that this entity has registered with the State. Under Chapter 171 of the Texas Tax Code, the entity is subject to franchise tax.

The entity's initial franchise tax report will be due on 12/23/2010. You will receive a letter with filing instructions prior to the due date. If the entity is part of a combined reporting group, you will be instructed on updating your account to reflect that the entity will be included in a combined group report and that you will not be filing a separate report.

To assist us in properly setting up the entity's franchise tax account, please go to www.window.state.tx.us/franchise/changeaddress.html and update the following information:

1. If the address on this letter is not the address to which you would like your franchise tax information mailed, please update your mailing address.
2. Add your Federal Employer Identification Number (FEIN), if available, to your account. Information on obtaining an FEIN is available on the Internal Revenue Service Web site at www.irs.gov or by calling (800) 829-4933.
3. Add your North American Industry Classification System (NAICS) code to your account. NAICS codes are available at www.census.gov.

Information about franchise tax is available on the Comptroller's Web site at www.window.state.tx.us/taxinfo/franchise/. For taxpayer assistance, call (800) 252-1381, toll free nationwide. The local number in Austin is (512) 463-4600. Our e-mail address is tax.help@cpa.state.tx.us.

TEXAS COMPTROLLER *of* PUBLIC ACCOUNTS

P.O. Box 13528 • AUSTIN, TX 78711-3528



OCTOBER 30, 2009

HEALTH CARE FOR SPECIAL POPULATIONS
2105 WOODHEAD
HOUSTON, TX 77019

DEAR DAVID S BUCK,

We have been notified by the Texas Secretary of State's office that you are the registered agent for this newly established nonprofit corporation. As manager of the Comptroller's Tax Policy Division, I would like to give you some information about your corporation's Texas franchise tax responsibilities.

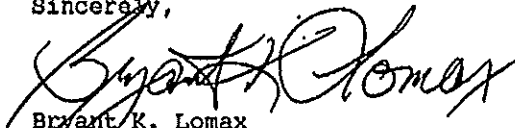
A franchise tax is imposed on each taxable entity formed in Texas or doing business in Texas. Nonprofit corporations are considered taxable entities which must file an annual franchise tax return and public information report. Nonprofit corporations can apply for an exemption from the tax. If your corporation qualifies for a franchise tax exemption, it may also qualify for exemption from sales and hotel taxes.

I've enclosed a publication, Guidelines to Texas Tax Exemptions, which describes the various exemption categories. If you believe your corporation qualifies, our applications are online at www.window.state.tx.us/taxinfo/exempt/, or you can call us at the number below.

Until your application is received and an exemption is granted, your corporation is responsible for filing and paying state franchise tax. The first report is due 89 days after the corporation's first anniversary in Texas. A letter with filing instructions will be mailed to the address on file--currently the address on this letter--during the month of the corporation's first anniversary in Texas.

I hope this information is helpful. To change the corporation's mailing address, or for any other questions, please call (800) 252-1381, send us an e-mail at tax.help@cpa.state.tx.us or write to us at Exempt Organizations Section, Comptroller of Public Accounts, PO Box 13528, Austin, Texas 78711-3528.

Sincerely,


Bryant K. Lomax
Manager, Tax Policy Division

Enclosures