

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



Rolando B. Pablos  
Secretary of State

## Office of the Secretary of State

January 10, 2017

Attn: Darren B. Moore

Bourland, Wall & Wenzel, P.C.  
301 Commerce, Ste. 1500  
Fort Worth, TX 76102 USA

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RE: BASS LAKE CHRISTIAN RETIREMENT COMMUNITY  
File Number: 801050993

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

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

Sincerely,

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

Enclosure

*Come visit us on the internet at <http://www.sos.state.tx.us/>*

Phone: (512) 463-5555  
Prepared by: Angie Hurtado

Fax: (512) 463-5709  
TID: 10323

Dial: 7-1-1 for Relay Services  
Document: 707954960002



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

BASS LAKE CHRISTIAN RETIREMENT COMMUNITY  
801050993

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

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

Dated: 01/09/2017

Effective: 01/09/2017



A handwritten signature in black ink, appearing to read "Rolando B. Pablos".

Rolando B. Pablos  
Secretary of State

FILED  
In the Office of the  
Secretary of State of Texas

JAN 09 2017

Corporations Section

**RESTATED CERTIFICATE OF FORMATION**

**OF**

**BASS LAKE CHRISTIAN RETIREMENT COMMUNITY**

**ARTICLE ONE**

**ENTITY NAME AND TYPE**

**Section 1.1**

The name of the filing entity is Bass Lake Christian Retirement Community (the "Corporation").

The file number issued to the filing entity by the Secretary of State is 0801050993.

The date of formation of the filing entity is November 12, 2008.

The Corporation, by the filing of this Restated Certificate of Formation, intends to delete its initial Certificate of Formation in its entirety and substitute this Restated Certificate of Formation in its place. Each new amendment has been made in accordance with the provisions of the Texas Business Organizations Code ("BOC"). The amendments to the Certificate of Formation have been approved in the manner required by the BOC and by the governing documents of the entity. This Restated Certificate of Formation accurately states the text of the Certificate of Formation being restated and as amended by this Restated Certificate of Formation. This Restated Certificate of Formation does not contain any other change to the Certificate of Formation being restated except for the information permitted to be omitted by Section 3.059 of the BOC.

This document is to become effective when filed with the Texas Secretary of State.

**Section 1.2**

The Corporation is a nonprofit corporation organized under the Texas Nonprofit Corporation laws set forth in Chapter 22, and the applicable provisions of Title 1, of the BOC, as it may be amended and shall have all the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in Section 528 of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Code") or in violation of the BOC.

**ARTICLE TWO**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 14763 CR 424 # 305, Lindale, Texas 75771, and the name of the registered agent at such address is Henry H. Richmond.

**ARTICLE THREE**  
**MANAGEMENT**

**Section 3.1**

The Corporation is a nonprofit corporation and the management of its affairs is vested in its board of directors pursuant to Section 22.201 of the BOC.

**Section 3.2**

The board of directors shall be elected in the manner set forth in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time by amendment to the Bylaws of the Corporation, but in no event shall there be less than three (3) directors, and no decrease shall have the effect of shortening the term of any incumbent director. The number of directors constituting the board of directors is three (3) and their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bill Cloyd	14763 CR 424 Lot 208 Lindale, Texas 75771
Mack Blakely	14763 CR 424 Lot 310 Lindale, Texas 75771
Kirk Wood	14763 CR 424 Lot 211 Lindale, Texas 75771

**ARTICLE FOUR**  
**MEMBERSHIP**

The Corporation shall have one or more classes of members as set forth in the Corporation's Bylaws.

**ARTICLE FIVE**  
**PURPOSES**

The Corporation is organized and operated to provide for the acquisition, construction, management, maintenance, and care of Corporation property, as more fully set forth under Section 528 of the Internal Revenue Code, or corresponding section of any future federal tax code, and to conduct, accomplish, and carry on its objectives, functions, and purposes or any part thereof set forth in the governing documents of the Corporation as amended from time to time, within or without the State of Texas. Within the scope of the foregoing and not by limitation thereof, the Corporation is organized and will be operated:

- (a) To provide for the periodic inspection, maintenance, preservation and construction or replacement, as necessary, of all common areas, including streets, of property owned by the Corporation;

- (b) To fix, levy, collect and enforce payment by any lawful means, assessments and/or charges upon members for the purpose of meeting all expenses required to fulfill the obligations of the Corporation;
- (c) To promote the health, safety, welfare, common benefit and enjoyment of available facilities within Bass Lake Christian Retirement Community by the public at large and the members of the Corporation; and
- (d) To uphold the Biblical teaching that marriage is defined by God and has only one meaning; the uniting of one man and one woman in a single, exclusive union, as delineated in Genesis 2:18-25. The definition of marriage does not change based on societal preferences, cultural shifts or political mandates. We believe that God intends sexual intimacy to occur only between one man and one woman who are married to each other. (1 Corinthians 6:18; 7:2-5; Hebrews 13:4) We believe that God has commanded that no intimate sexual activity be engaged in outside of marriage.

**ARTICLE SIX**  
**LIMITED LIABILITY OF DIRECTORS**

**Section 6.1**

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director, except that this ARTICLE SIX does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (i) a breach of the director's duty of loyalty to the Corporation;
- (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission not in good faith that involves intentional misconduct or a knowing violation of the law;
- (iii) a 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) an act or omission for which the liability of a director is expressly provided by an applicable statute.

The foregoing elimination of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability, or indemnity to which a director may be entitled under any other provision of the Certificate of Formation or Bylaws of the Corporation, contract or agreement, vote of directors, principle of law, or otherwise.

**Section 6.2**

If Chapter 7 of the BOC or any other statute of the State of Texas is amended hereafter to authorize the further elimination or limitation of the liability of directors of the Corporation, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the statutes of the State of Texas, as so amended, and such elimination or limitation of liability shall be in

addition to, and not in lieu of, the limitation on the liability of a director of the Corporation provided by the foregoing provisions of this ARTICLE SIX.

#### Section 6.3

Any repeal of or amendment to this ARTICLE SIX 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 amendment.

#### Section 6.4

To the extent permitted by applicable law, the foregoing limitation of liability set forth in this ARTICLE SIX shall extend to the Corporation's officers. This provision shall in no way limit or relieve a director (or officer, as applicable) for any applicable federal excise taxes.

### ARTICLE SEVEN OPERATION AND TERMINATION

#### Section 7.1

The Corporation is organized and operated exclusively for the purposes set forth under ARTICLE FIVE of this Certificate of Formation. It is to be operated in such a way that it does not result in the accrual of distributable profits, realization of private gain resulting from payment of compensation in excess of a reasonable allowance for salary or other compensation for services rendered.

#### Section 7.2

The Corporation pledges its assets for use exclusively in performing its purposes set forth under Article Five hereof. In the event the Corporation is to be terminated, after all liabilities and obligations of the Corporation are paid or provision is made therefore, the Corporation's board of directors is authorized to distribute the remaining assets of the Corporation in a manner other than as provided by Section 22,304 of the BOC in accordance with a plan of distribution adopted pursuant to Chapter 22 of the BOC but in no event in a manner that is not in accordance with Section 528 of the Code. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located in a manner which best accomplishes the purposes of the Corporation.

#### Section 7.3

The Corporation's board of directors shall have the sole and exclusive right to vote on and make decisions regarding or in any way involving the dissolution, merger and consolidation of the Corporation and decisions regarding the sale of substantially all of the Corporation's assets.

### ARTICLE EIGHT INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer or other person related to the Corporation as provided by the provisions of the BOC governing indemnification. As provided in the Bylaws, the directors shall have the power to

define the requirements and limitations for the Corporation to indemnify officers or others related to the Corporation.

ARTICLE NINE  
ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of officers, directors, or other such persons entitled to vote whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date and signature of each person signing it. A consent signed by less than all of the officers, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents but were eligible to vote on that matter. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed. A telegram, telex, cablegram, electronic mail (email), or similar transmission by a director, officer, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the director, officer, or committee member.

IN WITNESS WHEREOF, I have hereunto set my hand, this 7<sup>th</sup> day of Jan,  
2017.

  
Kirk Wood, President