

**III.**

**Approve Articles of Incorporation and Bylaws**

**Moved: Commissioner Heiligenstein**

**Seconded: Judge Doerfler**

**Motion: To approve the Articles of Incorporation and Bylaws.**

**Vote: 5 – 0**

<Attachment>

# **CERTIFICATE FOR RESOLUTION**

**THE STATE OF TEXAS           §**  
   §  
**COUNTY OF WILLIAMSON       §**

We, the undersigned officials of Williamson County, Texas (the "County"), hereby certify as follows:

1. The Commissioners Court of the County convened in a REGULARLY SCHEDULED MEETING ON THE 18TH DAY OF MARCH, 2003, at the County Courthouse (the "Meeting"), and the roll was called of the duly constituted Commissioners Court of the County, to-wit:

John Doerfler - County Judge  
 Mike Heiligenstein - County Commissioner, Precinct 1  
 Greg Boatright - County Commissioner, Precinct 2  
 David Hays - County Commissioner, Precinct 3  
 Frankie Limmer - County Commissioner, Precinct 4

and all of the persons were present, except the following absentees: Heiligenstein, thus constituting a quorum. Whereupon, among other business, the following was transacted at the Meeting: a written

## **RESOLUTION AUTHORIZING AND APPROVING THE CREATION OF A HEALTH FACILITIES DEVELOPMENT CORPORATION ON BEHALF OF WILLIAMSON COUNTY, TEXAS; APPROVING ARTICLES OF INCORPORATION AND APPROVING BYLAWS**

was duly introduced for the consideration of the Commissioners Court. It was then duly moved and seconded that the Resolution be passed; and, after due discussion, said motion carrying with it the passage of the Resolution, prevailed and carried by the following vote:

AYES:           All Present Voted Aye

NOES:           None

2. A true, full and correct copy of the Resolution passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that the Resolution has been duly recorded in the Commissioners Court's minutes of the Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from the Commissioner Court's minutes of the Meeting pertaining to the passage of the Resolution; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting county officials as indicated therein; that each of the elected officials and members of the Commissioners Court was duly and sufficiently

notified officially and personally, in advance, of the time, place and purpose of the Meeting, and that the Resolution would be introduced and considered for passage at the Meeting, and each of the elected officials and members consented, in advance, to the holding of the Meeting for such purpose, and that the Meeting was open to the public and public notice of the time, place and purpose of the meeting was given, all as required by Chapter 551, Government Code, as amended.

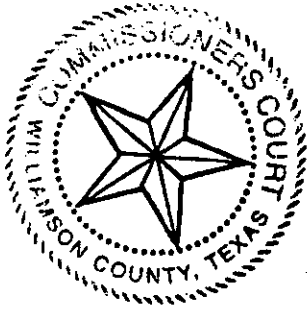
3. The County Judge of the County has approved and hereby approves the Resolution; that the County Judge and the County Clerk of the County have duly signed the Resolution; and that the County Judge and the County Clerk of the County hereby declare that their signing of this Certificate shall constitute the signing of the attached and following copy of the Resolution for all purposes.

SIGNED AND SEALED the 19th of MARCH, 2003.

Nancy E. Rister  
County Clerk

John C. Doerfler  
County Judge

[COUNTY SEAL]



**RESOLUTION AUTHORIZING AND APPROVING THE CREATION  
OF A HEALTH FACILITIES DEVELOPMENT CORPORATION ON BEHALF  
OF WILLIAMSON COUNTY, TEXAS; APPROVING  
ARTICLES OF INCORPORATION AND APPROVING BYLAWS**

**WHEREAS**, Williamson County, Texas (the "Sponsoring Entity") is a county and political subdivision of the State of Texas created and established under the Constitution and laws of the State of Texas.

**BE IT RESOLVED BY THE COMMISSIONERS COURT OF WILLIAMSON COUNTY, TEXAS:**

**Section 1.** That, the Commissioners Court of the Sponsoring Entity has found and determined, and hereby finds and determines, that it is in the public interest and to the benefit of its residents and the citizens of this state that a health facilities development corporation be created to promote and develop new, expanded, or improved health facilities in order to assist the maintenance of the public health and public welfare, with such health facilities development corporation to be known as the "San Gabriel Health Facilities Development Corporation."

**Section 2.** That, the governing body of the Sponsoring Entity hereby approves the Articles of Incorporation and the Bylaws proposed to be used in organizing the health facilities development corporation, which are attached to this Resolution and made a part hereof for all purposes, and the initial directors named in said Articles of Incorporation shall be deemed to have been appointed, and are hereby appointed, as the initial directors by the governing body of the Sponsoring Entity.

**Section 3.** That, the public purpose of the Sponsoring Entity which the health facilities development corporation may further on behalf of the Sponsoring Entity is the acquiring, constructing, providing, improving, financing, and refinancing of health facilities in order to assist the maintenance of the public health pursuant to the Health Facilities Development Act. The Sponsoring Entity shall have no obligation to pay the health facilities development corporation or any other person, including specifically the holder of any bonds issued by such corporation, any amount with respect to its obligations. Such obligations shall never constitute a debt or pledge of the faith and credit or the taxing power of the Sponsoring Entity.

**Section 4.** That it is intended that the health facilities development corporation be a duly constituted authority and instrumentality of the County, with the power to act on its behalf and to accomplish the public purposes of the State within the meaning of regulations and revenue rulings of the Treasury Department of the Internal Revenue Service of the United States promulgated under Sections 103 and 115 of the Internal Revenue Code of 1986, as amended. The County Judge or his designee is hereby designated the hearings officer in connection with conducting a public hearing within Williamson County, Texas for purposes of Section 147 of the Internal Revenue Code of 1986, as amended.

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



Gwyn Shea  
Secretary of State

## Office of the Secretary of State

### CERTIFICATE OF INCORPORATION OF

San Gabriel Health Facilities Development Corporation  
Filing Number: 800186427

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above corporation, pursuant to the provisions of the Health Facilities Development Act have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as such Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Dated: 03/20/2003

Effective: 03/20/2003



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea  
Secretary of State

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

PHONE(512) 463-5555  
Prepared by: Lisa Sartin

FAX(512) 463-5709

TTY7-1-1

MAR 20 2003

## ARTICLES OF INCORPORATION

OF

Corporations Section

## SAN GABRIEL HEALTH FACILITIES DEVELOPMENT CORPORATION

THE STATE OF TEXAS           §

COUNTY OF WILLIAMSON       §

WE, THE UNDERSIGNED natural persons, not less than three in number, each of whom is at least 18 years of age, and each of whom is a resident of Williamson County, Texas acting as incorporators of a nonprofit health facilities development corporation (the "Corporation") under the "Health Facilities Development Act," with the approval of the Commissioners Court of Williamson County, Texas (the "Sponsoring Entity"), as evidenced by the Resolution attached hereto and made a part hereof for all purposes, do hereby adopt the following Articles of Incorporation for the Corporation:

## ARTICLE ONE

The name of the Corporation is San Gabriel Health Facilities Development Corporation.

## ARTICLE TWO

The Corporation is a nonprofit health facilities development corporation under the Health Facilities Development Act.

## ARTICLE THREE

The period of duration of the Corporation is perpetual.

## ARTICLE FOUR

The Corporation is organized exclusively for the purposes of benefiting and accomplishing public purposes of, and to act on behalf of, the Sponsoring Entity, and the specific purpose for which

the Corporation is organized and may issue bonds on behalf of the Sponsoring Entity is to acquire, construct, provide, improve, finance, and refinance health facilities to assist the maintenance of the public health pursuant to the Health Facilities Development Act.

The Corporation is a constituted authority and a public instrumentality within the meaning of the regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to Section 103 of the Internal Revenue Code of 1986, and the Corporation is authorized to act on behalf of the Sponsoring Entity as provided in these Articles of Incorporation. However, the Corporation is not a political subdivision or political corporation of the State of Texas within the meaning of its constitution and laws, including without limitation Article III, Section 52 of said constitution, and no agreements, bonds, debts or obligations of the Corporation are or shall ever be deemed to be the agreements, bonds, debts or obligations, or the lending of credit, or a grant of public money or thing of value, of or by the Sponsoring Entity, or any other political corporation, subdivision or agency of the State of Texas, or a pledge of the faith and credit of any of them.

#### **ARTICLE FIVE**

The Corporation has no members and is a nonstock corporation.

#### **ARTICLE SIX**

These Articles of Incorporation may at any time and from time to time be amended as provided in the Health Facilities Development Act if the governing body of the Sponsoring Entity by appropriate resolution finds and determines that such amendment is advisable and authorizes or directs that such amendment be made.



ARTICLE SEVEN

The street address of the initial registered office of the Corporation is County Courthouse, 710 Main Street, Georgetown, Texas 78626 and the name of its initial registered agent at such address is Eugene Taylor.

ARTICLE EIGHT

The affairs of the Corporation shall be managed by a board of directors which shall be composed in its entirety of persons appointed by the governing body of the Sponsoring Entity. The number of directors constituting the initial board of directors is five (5). The names and street addresses of the persons who are to serve as the initial directors and the dates of expiration of their initial terms as directors, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>DATE OF EXPIRATION OF TERM</u>
John Doerfler	County Courthouse 710 Main Street, 2 <sup>nd</sup> Floor Georgetown, Texas 78626	March, 2009
Mike Heiligenstein	400 W. Main #218 Round Rock, TX 78664	March, 2009
Greg Boatright	350 Discovery Blvd., Suite 201 Cedar Park, TX 78613	March, 2009
David Hays	1900 Georgetown Inner Loop Georgetown, TX 78626	March, 2009
Frankie Limmer	412 Vance Taylor, TX 78574	March, 2009

Each director, including the initial directors, shall be eligible for reappointment. Directors are removable by the governing body of the Sponsoring Entity for cause or at will, and must not be

appointed for a term in excess of six years. The directors shall serve as such without compensation except that they shall be reimbursed for their actual expenses incurred in the performance of their duties as directors. Any vacancy occurring on the board of directors through death, resignation or otherwise shall be filled by appointment by the governing body of the Sponsoring Entity to hold office until the expiration of the term.

ARTICLE NINE

The name and street address of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Charlie Culpepper</u>	<u>1901 Shadowbrook Circle</u> <u>Round Rock, Tx 78681</u>
<u>Nyle Maxwell</u>	<u>3400 Vintage Drive</u> <u>Round Rock, Tx 78664</u>
<u>C. George White</u>	<u>25 Wilderness Road</u> <u>Round Rock, Tx 78664</u>

ARTICLE TEN

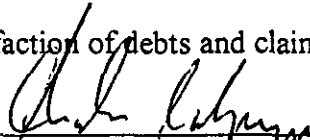
The address of the Sponsoring Entity is County Courthouse, 710 Main Street, 2nd Floor, Georgetown, Texas 78626. The Sponsoring Entity has specifically authorized the Corporation by Resolution to act on its behalf to further the public purposes stated in said Resolution and these Articles of Incorporation, and the Sponsoring Entity has by said Resolution approved these Articles of Incorporation. A copy of said Resolution is attached to these Articles of Incorporation and made a part hereof for all purposes.

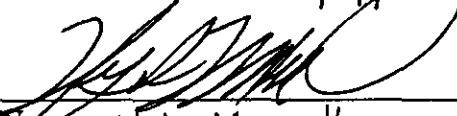
**ARTICLE ELEVEN**

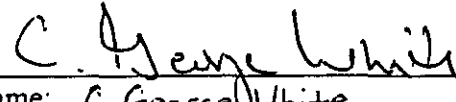
No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses shall be distributed to or inure to the benefit of its directors or officers or any individual, firm, corporation or association, except that in the event the board of directors shall determine that sufficient provision has been made for the full payment of the expenses, bonds and other obligations of the Corporation, then any net earnings of the Corporation thereafter accruing shall be paid to the Sponsoring Entity. No part of the Corporation's activities shall be carrying on propaganda, or otherwise attempting to intervene in, (including the publishing or distributing of influence legislation, and it shall not participate in, or statements), any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE TWELVE**

If the Corporation ever should be dissolved 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 shall be transferred and delivered to the Sponsoring Entity after satisfaction or provision for satisfaction of debts and claims.

  
Name: Charlie Culpepper

  
Name: Nyle Maxwell

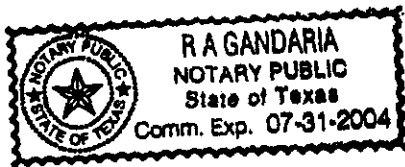
  
Name: C. George White


THE STATE OF TEXAS           §

COUNTY OF WILLIAMSON       §

I, the undersigned, a Notary Public in and for the above County, do hereby certify that on this 17 day of March, 2003, personally appeared Charlie Culpepper who, each being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.



  
Notary Public

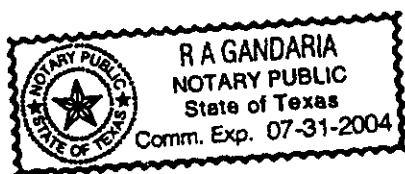
(S E A L)

THE STATE OF TEXAS §

COUNTY OF WILLIAMSON §

I, the undersigned, a Notary Public in and for the above County, do hereby certify that on this 17 day of March, 2003, personally appeared Nyle Maxwell, who, each being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.



R A Gandaria  
Notary Public

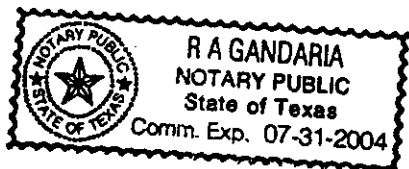
(SEAL)


THE STATE OF TEXAS           §

COUNTY OF WILLIAMSON       §

I, the undersigned, a Notary Public in and for the above County, do hereby certify that on this 18 day of March, 2003, personally appeared C. George White, who, each being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.



  
Notary Public

(S E A L)

**SAN GABRIEL HEALTH FACILITIES DEVELOPMENT CORPORATION****BYLAWS****ARTICLE I****OFFICES**

**SECTION 1.01.** The principal office of San Gabriel Health Facilities Development Corporation (the "Corporation") shall be at the Williamson County Courthouse, Georgetown, Texas.

**ARTICLE II****DIRECTORS**

**SECTION 2.01.** The affairs of the Corporation shall be managed by a board of directors (the "Board") which shall be composed in its entirety of persons appointed by, and whose terms of office shall be fixed by, the Commissioners Court of Williamson County, Texas (the "Sponsoring Entity").

**SECTION 2.02.** Vacancies in the Board, including vacancies to be filled by reason of an increase in the number of directors, shall be filled for the unexpired term by the appointment of successor directors by the governing body of the Sponsoring Entity.

**SECTION 2.03.** The property and business of the Corporation shall be managed by the Board which may exercise all powers of the Corporation and do all lawful acts.

**SECTION 2.04.** The annual meeting of the Board shall be held at the principal office of the corporation on the 1st Monday of December of each year, if not a legal holiday, and if a legal holiday, then at the next secular day following, at 1:30 o'clock, p.m., or at such time and place as shall be fixed by the consent in writing of all of the directors. All other meetings may be held at the place selected by the Board within the boundaries of the State of Texas.

**SECTION 2.05.** Regular meetings, other than the annual meeting, may be held without notice at such time as shall from time to time be determined by resolution of the Board.

**SECTION 2.06.** Special meetings of the Board may be called by the President on three days' notice to each director, either personally or by mail or by telegram; special meetings shall be called by the President or Secretary in like manner on like notices on the written request of two directors.

**SECTION 2.07.** At all meetings of the Board the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by these Bylaws. If a quorum shall not be

present at any meeting of the directors, the directors present thereat may recess the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

**SECTION 2.08.** A meeting of the Board can be held at any time without notice upon the execution by all directors of a written waiver of notice, and likewise may be held without notice when all of the directors are present at the meeting.

**SECTION 2.09.** Any action required by the Health Facilities Development Act to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board shall be done in accordance with the Open Meetings Act, Chapter 551, Texas Government Code, as amended.

**SECTION 2.10.** All meetings of the Board shall be held within the State of Texas.

### **COMMITTEES OF DIRECTORS**

**SECTION 2.11.** The Board may, by resolution or resolutions adopted by a majority of the whole Board, establish one or more committees, each committee to consist of two or more of the directors of the Corporation. Such committee or committees shall have such name or names, and such powers, as may be determined from time to time by resolution adopted by the Board of Directors.

**SECTION 2.12.** The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

**SECTION 2.13.** Directors, as such, shall receive no compensation for services rendered as directors, but shall be reimbursed for all reasonable expenses incurred in performing their duties as directors.

### **ARTICLE III**

#### **NOTICES**

**SECTION 3.01.** Whenever under the provisions of the statutes or these Bylaws, notice is required to be given to any director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

**SECTION 3.02.** Whenever any notice is required to be given under the provisions of the statutes or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.



## ARTICLE IV

### OFFICERS

**SECTION 4.01.** The officers of the Corporation shall be chosen by the Board. The Board shall choose from its members a President and a Vice President. The Board shall also choose a Secretary and a Treasurer who may or may not be members of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**SECTION 4.02.** The Board shall choose such officers at its first meeting and at each annual meeting thereafter in even number years.

**SECTION 4.03.** The officers of the Corporation chosen pursuant to Section 4.02 shall serve until the second annual meeting of the Board thereafter or until their successors are chosen and qualify in their stead.

**SECTION 4.04.** The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

**SECTION 4.05.** Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

#### The President

**SECTION 4.06.** The President shall preside at all meetings of the directors.

**SECTION 4.07.** The President shall be exofficio a member of all standing committees, shall have general supervision of the management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect.

**SECTION 4.08.** The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

#### Vice President

**SECTION 4.09.** The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe.

### The Secretary

**SECTION 4.10.** The Secretary shall attend all sessions of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all special meetings of the Board and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision he shall be. He shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by his signature. And when the corporate seal is required as to instruments executed in the course of ordinary business he shall attest to the signature of the President or Vice President and shall affix the seal thereto.

### The Treasurer

**SECTION 4.11.** To the extent not otherwise provided by the Board, by rules or regulations, in resolutions relating to the issuance of bonds, or in any financing documents relating to such issuance, the Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in a depository as shall be designated by the Board. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

**SECTION 4.12.** The Board may require the President, Vice President, the Secretary, and the Treasurer to give the Corporation bonds in such sums and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of their office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

**SECTION 4.13.** The provisions of the Texas Uniform Facsimile Signature of Public Officials Act shall be applicable to the Corporation, which is a duly constituted instrumentality of the Sponsoring Entity, a political subdivision of the State of Texas.

## ARTICLE V

### FISCAL PROVISIONS

**SECTION 5.01.** No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses shall be distributed to or inure to the benefit of its directors or officers or any individual, firm, corporation, or association, except that in the event the board of directors shall determine that sufficient provision has been made for the full payment of the expenses, bonds, and other obligations of the Corporation, then any net earnings of the Corporation thereafter accruing shall be paid to the Sponsoring Entity. No part of the Corporation's activities shall

be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

**SECTION 5.02.** The Board shall have prepared for each annual meeting a full and clear statement of the business and condition of the Corporation.

#### Checks

**SECTION 5.03.** All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate, provided that in no event shall a check be negotiable until it is signed by at least one officer.

#### Fiscal Year

**SECTION 5.04.** The fiscal year shall be determined by resolution of the Board.

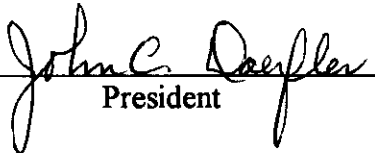
**ARTICLE VI****SEAL**

**SECTION 6.01.** The corporate seal shall be circular and shall have inscribed in the outer circle "San Gabriel Health Facilities Development Corporation" and shall have inscribed in the inner circle the letters "T-E-X-A-S" and a five pointed star. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The imprint of this seal thus authorized is affixed opposite to this section.

**ARTICLE VII****AMENDMENTS**

**SECTION 7.01.** These Bylaws may be altered, changed, or amended at any meeting of the Board at which a quorum is present, provided notice of the proposed alteration, change, or amendment be contained in the notice of such meeting, by the affirmative vote of a majority of the directors present at such meeting.

**ADOPTED AND APPROVED** this the 27<sup>TH</sup> day of May, of 2003.

  
\_\_\_\_\_  
President

**IV.**

**Approve seal of corporation.**

**Moved: Commissioner Hays**

**Seconded: Judge Doerfler**

**Motion: To approve the seal of corporation.**

**Vote: 5 – 0**

< Attachment >

**Item 4 - Approve Seal**

Section 6.01 of the Bylaws requires that the Corporation have a seal with San Gabriel Health Facilities Development Corporation in the outer circle and T-E-X-A-S and a five-point star in the inner circle. This seal must be adopted as the official seal of the Corporation.

