

JUL 25 2013

RESTATED CERTIFICATE OF FORMATION WITH NEW AMENDMENTS Corporations Section

COMMUNITY CARE COLLABORATIVE

Community Care Collaborative (the "Corporation"), adopts the following amendments to its Certificate of Formation filed with the Texas Secretary of State on October 4, 2012, as corrected by the Certificate of Correction filed October 23, 2012 (together referred to as the "Original Certificate") and further adopts the attached restated Certificate of Formation (attached as Exhibit "A") which is incorporated by reference (the "Restated Certificate") and accurately copies the Original Certificate and all amendments set forth below. The Original Certificate contains no change other than the changes set forth below.

ENTITY INFORMATION

1. The name of the filing entity is: Community Care Collaborative.
2. The filing entity is a nonprofit corporation.
3. The file number issued to the filing entity by the Secretary of State is 801665140.
4. The date of formation of the entity is October 4, 2012.

AMENDMENTS TO CERTIFICATE OF FORMATION

The Restated Certificate makes new amendments to the Original Certificate. Provided below is an identification by reference or description of each added, altered, or deleted provision.

1. The following Articles of the Original Certificate are added to read as set forth in the attached Restated Certificate:

ARTICLE I – NAME
ARTICLE II – NONPROFIT STATUS
ARTICLE III – DURATION
ARTICLE IV – PURPOSE
ARTICLE V – POWERS
ARTICLE VI – RESTRICTIONS ON THE APPLICATION AND USE
OF NET EARNINGS AND NET INCOME OF THE CORPORATION
ARTICLE VII – POLITICAL ACTIVITIES
ARTICLE VIII - MEMBERSHIP
ARTICLE IX – CHARITABLE STATUS
ARTICLE X – DISSOLUTION
ARTICLE XI – BOARD OF DIRECTORS
ARTICLE XII – LIMITATION ON LIABILITY OF DIRECTORS
ARTICLE XIII – REGISTERED OFFICE AND AGENT
ARTICLE XIV – INDEMNIFICATION

2. The following Articles were deleted from the Original Certificate and replaced by the above Articles:

ARTICLE 1
ARTICLE 2
ARTICLE 3
ARTICLE 4
ARTICLE 5
ARTICLE 6
ARTICLE 7

STATEMENT OF APPROVAL

Each amendment made in this Amendment to Certificate of Formation has been made in accordance with the provisions of the Texas Business Organizations Code (“TBOC”). The amendments to the Certificate of Formation and the Restated Certificate of Formation have been approved in the manner required by the TBOC and by the governing documents of the entity.

REQUIRED STATEMENTS

The Restated Certificate, which is attached to this form, accurately states the text of the Certificate of Formation being restated and each amendment to the Certificate of Formation being restated that is in effect, and as further amended by the Restated Certificate. The attached Restated Certificate does not contain any other change in the Certificate of Formation being restated except for the information permitted to be omitted by the provisions of the TBOC applicable to the filing entity.

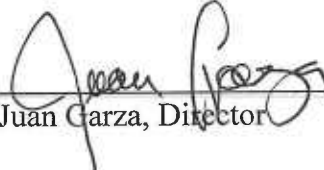
EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the Secretary of State.

EXECUTION

The undersigned affirms that the person designated as registered agent in the Restated Certificate has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Dated the 19th day of July, 2013.



Juan Garza, Director

Exhibit "A" - *Restated Certificate of Formation*

**RESTATED
CERTIFICATE OF FORMATION
OF
COMMUNITY CARE COLLABORATIVE**

The Board of Directors of Community Care Collaborative (“Board of Directors), acting under and in accordance with the Business Organizations Code of the State of Texas (the “TBOC”), hereby adopts the following Restated Certificate of Formation.

**ARTICLE I
NAME**

The name of the corporation (the “Corporation”) is Community Care Collaborative.

**ARTICLE II
NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
DURATION**

The period of the Corporation’s duration is perpetual.

**ARTICLE IV
PURPOSES**

The Corporation is formed and organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States tax laws (hereinafter referred to as the “Code”). Further, the Corporation is a public charity classified as such under Sections 509(a)(1) and 170(b)(1)(A)(iii) of the Code.

**ARTICLE V
POWERS**

In furtherance of the foregoing purposes, the Corporation shall have and may exercise all the powers specified in the TBOC.

**ARTICLE VI
RESTRICTIONS ON THE APPLICATION AND USE OF NET EARNINGS AND NET
INCOME OF THE CORPORATION**

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes, reasonable interest may be paid

on any outstanding liability owed by the Corporation to any director or officer of the Corporation or any private individual, and the Corporation may indemnify its directors, officers, and employees with respect to actions taken in their capacities as such to the extent permitted under the TBOC, this Certificate of Formation, the Bylaws of the Corporation, and the Code. Subject to Article IV hereof, the net income of the Corporation shall be applied in accordance with the Bylaws of the Corporation and/or certain operating principles to be adopted from time to time by the Directors.

ARTICLE VII POLITICAL ACTIVITIES

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Code Section 501(h), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VIII MEMBERSHIP

The Corporation shall have members with such membership rights in the Corporation as provided for in the Bylaws of the Corporation, subject to amendments thereof from time to time.

ARTICLE IX CHARITABLE STATUS

Notwithstanding any other provision of this Certificate of Formation, the Corporation shall not carry on, conduct, engage, participate, or intervene in (a) any activity or transaction not permitted to be conducted or carried on by an organization exempt from taxation under Code Sections 501(c)(3) and 509(a)(1) and the regulations thereunder or by any organization, contributions to which are deductible under Code Sections 170(a)(1) and 170(c)(2) and the regulations thereunder, or (b) any activity or transaction which would result in the loss by the Corporation of its status as an exempt organization under the provisions of Code Sections 501(c)(3) and 501(a). The use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

ARTICLE X DISSOLUTION

Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors in accordance with the following:

- (i) The paying of or the making of provision of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.

- (ii) Subject to compliance with any agreements between Travis County Health Care District d/b/a Central Health (“Central Health”) and Seton Healthcare Family (“Seton”), all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to Seton or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by the governing board of Seton and to Central Health or such other public entity determined by the governing board of Central Health.
- (iii) Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Travis County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes,

No director or officer of the Corporation and no private individual shall be entitled to share in the distribution of any assets of the Corporation (other than the payment of any outstanding liability owed to such person by the Corporation) in the event of its dissolution.

ARTICLE XI BOARD OF DIRECTORS

The Board of Directors (i) shall be the governing body of the Corporation and (ii) shall direct and govern the affairs of the Corporation and the disposition of its property. The number of directors, the manner of their appointment or election, and the duration of their term shall be set forth in the Bylaws of the Corporation and may be changed from time to time by amendment to, or in the manner provided in, the Bylaws, but in no event shall there be less than three directors. The number of directors constituting the initial Board of Directors is five.

The names and addresses of the persons constituting the Board of Directors are as follows:

Juan Garza, Chair
1111 East Cesar Chavez St.
Austin, Texas 78702

Christie Garbe
1111 East Cesar Chavez St.
Austin, Texas 78702

Sara Cook
1111 East Cesar Chavez St.
Austin, Texas 78702

Greg Hartman
c/o Seton Administration Offices
1345 Philomena Street, Suite 402
Austin, Texas 78723

Jesus Garza (proxy is Tim LaFrey)
c/o Seton Administration Offices
1345 Philomena Street, Suite 402
Austin, Texas 78723

ARTICLE XII LIMITATION ON LIABILITY OF DIRECTORS

A director of the Corporation is not personally liable to the Corporation for monetary damages for acts or omissions arising by the director, in the director's capacity as a director; provided, however, that this provision shall not apply to the following:

- (1) a breach of a director's duty of loyalty to the Corporation;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation, or involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's duties; or
- (4) an act or omission for which the liability of a director is expressly provided for by statute.

If the TBOC or any other statute of the State of Texas is amended 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 XII. Any repeal of or amendment to this Article XII 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.

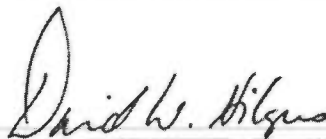
ARTICLE XIII REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 211 E. 7th Street, Suite 620, Austin, TX 78701-3218, and the name of its registered agent at such address is Corporation Service Company d/b/a CSC Lawyers Incorporating Service Company.

**ARTICLE XIV
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 a director or other person related to the Corporation as provided by the provisions of the TBOC governing indemnification. As provided in the Bylaws of the Corporation, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to provide indemnification.

IN WITNESS WHEREOF, the undersigned has executed on behalf of the Board of Directors this Restated Certificate of Formation as of the 19th day of July, 2013.



David W. Hilgers, Organizer



Office of the Secretary of State

CERTIFICATE OF FILING OF

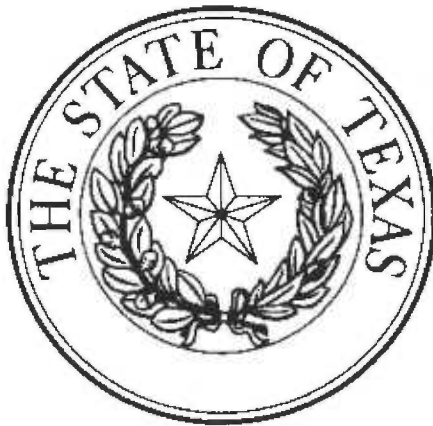
Community Care Collaborative
801665140

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: 07/25/2013

Effective: 07/25/2013



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State



Office of the Secretary of State

July 26, 2013

Brown McCarroll, L.L.P.
111 Congress Ave., Ste. 1400
Austin, TX 78701 USA

RE: Community Care Collaborative
File Number: 801665140

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