



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

COLLINS LAKE AUTISM CENTER  
File Number: 801289231

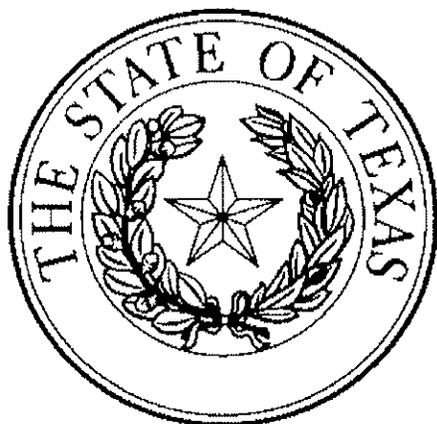
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

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: 07/01/2010

Effective: 07/01/2010



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

**CERTIFICATE OF FORMATION**  
**OF**  
**COLLINS LAKE AUTISM CENTER**

FILED  
In the Office of the  
Secretary of State of Texas  
JUL 01 2010  
Corporations Section

The undersigned natural person of the age of eighteen (18) years or more, acting as an organizer of a nonprofit corporation under the Texas Business Organizations Code, does hereby adopt the following certificate of formation for such corporation:

**ARTICLE ONE**

The name of the corporation is COLLINS LAKE AUTISM CENTER.

**ARTICLE TWO**

The corporation is a nonprofit corporation.

**ARTICLE THREE**

The period of its duration is perpetual.

**ARTICLE FOUR**

The corporation is organized and shall be operated exclusively for religious, charitable, scientific, educational and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provision hereafter in effect.

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 publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. The assets and properties of the corporation are hereby pledged for use in performing its exempt functions.

**ARTICLE FIVE**

The street address of the initial registered office of the corporation is 10243 Pineland Drive, Houston, Texas 77024-6937 and the name of its initial registered agent at such address is Stephen Smaby.

**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) as may be fixed by the bylaws. Until changed in the manner set forth in the bylaws, the 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 the initial board of directors of the corporation until their successors are duly elected and qualified are as follows:

| <u>Name</u>      | <u>Address</u>                                    |
|------------------|---|
| Stephen Smaby    | 10243 Pineland Drive<br>Houston, Texas 77024-6937 |
| Mahmood Esfahani | 10243 Pineland Drive<br>Houston, Texas 77024-6937 |
| Kenneth Rice     | 10243 Pineland Drive<br>Houston, Texas 77024-6937 |

#### **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.

#### **ARTICLE NINE**

The 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 exempt organization under section 501(c)(3) of the Code, or corresponding provision 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. Moreover, if the corporation is classified as a "private foundation" within the meaning of section 509(a)(1) of the Code, the corporation shall:

- (1) make distributions at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code;
- (2) not engage in any act of self-dealing which would be subject to tax under section 4941 of the Code;
- (3) not retain any excess business holdings which would subject it to tax under section 4943 of the Code;
- (4) not make any investments which would subject it to tax under section 4944 of the Code; and
- (5) not make any taxable expenditures which would subject it to tax under section 4945 of the Code.

## ARTICLE TEN

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 for (i) any breach of the director's duty of loyalty to the corporation, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) 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) acts or omissions for which the liability of a director is expressly provided by statute. The foregoing limitation of liability 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. In addition to the circumstances in which a director shall not be liable as set forth in the preceding sentences, a director shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of a director. This provision shall in no way limit or relieve a director of any liability for federal excise taxes under Chapter 42 of the Code.

## ARTICLE ELEVEN

The corporation shall indemnify and hold harmless any present or former director or officer of the corporation against any judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses, including attorneys' fees, imposed upon or reasonably incurred by such officer or director in connection with any claim or lawsuit imposed by reason of said officer or director having been an officer or director to the full extent permitted by Chapter 8 of the Texas Business Organizations Code, or the corresponding provision or provisions of any successor statute. The corporation shall advance and pay the reasonable expenses (including attorneys' fees) incurred by any director or officer of the corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding; provided, however, that the payment of expenses incurred by a director or officer in advance of the final disposition of the action, suit or proceeding shall be made only upon receipt of (i) a written affirmation by the director or officer of the director or officer's good faith belief that he or she has met the standard for indemnification under Chapter 8 of the Texas Business Organizations Code or the corresponding provision or provisions of any successor statute; and (ii) a written undertaking by or on behalf of the director or officer to repay all amounts advanced if it should be ultimately determined that such person is

not entitled to be indemnified under this Article or otherwise. The corporation may indemnify, hold harmless and advance expenses to any present or former employee or agent of the corporation, or any other person serving at the request of the corporation, to the same extent that it is required to indemnify, hold harmless and advance expenses to its officers and directors under this Article. The provisions of this Article shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which the corporation's directors, officers, agents or employees may be entitled under any statute, bylaw, agreement, vote of its directors, principle of law or otherwise.

**ARTICLE TWELVE**

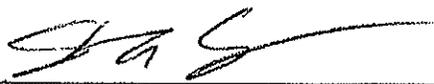
In the event of the dissolution of the corporation, all funds or property or rights thereto of the corporation shall not be transferred to private ownership, but shall be distributed to one or more organizations described in sections 501(c)(3) and 509(a)(1), (a)(2) or (a)(3) of the Code, or corresponding provisions hereafter in effect, as selected by the directors of the corporation.

**ARTICLE THIRTEEN**

The name and street address of the organizer are:

| <u>Name</u>   | <u>Address</u>                                    |
|---------------|---|
| Stephen Smaby | 10243 Pineland Drive<br>Houston, Texas 77024-6937 |

IN WITNESS WHEREOF, I have hereunto set my hand this 29<sup>th</sup> day of June, 2010.

  
\_\_\_\_\_  
Stephen Smaby, Organizer