



## Office of the Secretary of State

### Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for THE HOPE FOUNDATION (file number 122293201), a Domestic Nonprofit Corporation, was filed in this office on February 28, 1992.

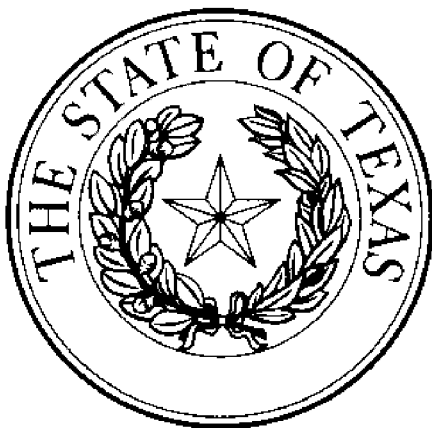
It is further certified that the entity status in Texas is in existence.

It is further certified that our records indicate DANA SPARKS as the designated registered agent for the above named entity and the designated registered office for said entity is as follows:

4201 MEDICAL DR STE 250

SAN ANTONIO, TX - 78229 USA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 22, 2016.



A handwritten signature in black ink, appearing to read "Cascos" followed by a horizontal line.

Carlos H. Cascos  
Secretary of State

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
THE HOPE FOUNDATION**

**FILED**  
In the Office of the  
Secretary of State of Texas  
NOV 03 2005  
**Corporations Section**

Pursuant to the provisions of Article 1396-4.03 of the Texas Non-Profit Corporation Act, The Hope Foundation (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE 1.  
NAME**

The Corporation's name is The Hope Foundation.

**ARTICLE 2.  
AMENDMENT**

Article Four of the Articles of Incorporation is amended in its entirety to read as follows:

**ARTICLE FOUR**

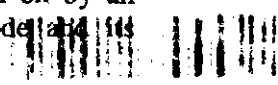
The primary purposes for which the Corporation is organized are as follows:

To operate exclusively for religious, charitable, scientific, literary or educational purposes, either directly or by contributions to organizations that will use such funds for the exempt purposes under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, including in particular research, education and awareness connected with cancer morbidity and mortality as conducted by the Southwest Oncology Group, and to engage in any and all lawful activities incidental to the foregoing purpose, except as restricted herein.

No part of the net earnings of the Corporation shall inure to the benefit of any director, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director, trustee or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code.

**RECEIVED**  
NOV 03 2005  
Secretary of State



Regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

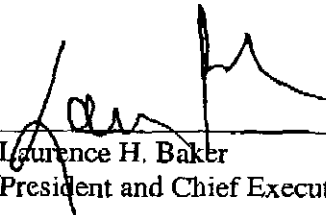
Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under Sections 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

**ARTICLE 3.  
PROCEDURE USED IN ADOPTING AMENDMENT**

The amendment was adopted by the consent of all of the members of the Board of Directors of the Corporation entitled to vote with respect thereto, there being no members having voting rights in respect thereof.

Dated October 31, 2005.

THE HOPE FOUNDATION

By:   
\_\_\_\_\_  
Laurence H. Baker  
President and Chief Executive Officer

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
OF SOUTHWEST ONCOLOGY GROUP FOUNDATION**

FILED  
In the Office of the  
Secretary of State of Texas  
MAY 27 1998  
Corporations Section

Pursuant to the provisions of Article 1396-4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I**

The name of the corporation is Southwest Oncology Group Foundation.

**ARTICLE II**

The following amendment to Article One of the Articles of Incorporation was adopted on April 22, 1998 in conformity with the provisions of the Texas Non-Profit Corporation Act:

1. Amend Article One so that said Article reads in its entirety as follows:

"The name of the corporation is THE HOPE FOUNDATION."

**ARTICLE III**

The amendment was adopted by the consent of all of the members Board of Directors of the Corporation entitled to vote with respect thereto, there being no members having voting rights in respect thereof.

Dated: May 13, 1998

Southwest Oncology Group Foundation

By:   
An Authorized Officer

ARTICLES OF INCORPORATION  
OF  
SOUTHWEST ONCOLOGY GROUP FOUNDATION

FILED  
In the Office of the  
Secretary of State of Texas

FEB 28 1992

Corporations Section

The undersigned natural person, who is over the age of eighteen years, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is Southwest Oncology Group Foundation.

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the Corporation is organized are to operate exclusively for charitable, scientific, literary or educational purposes, either directly or by contributions to organizations that will use such funds for the exempt purposes under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

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 (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including

the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they may now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively for the tax-exempt purposes of the Corporation, either by direct distribution or by distribution to one or more organizations to which contributions are deductible under the provisions of Sections 170(b)(1)(A), 2055 and 2522 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE FIVE

The Corporation shall not have any members.

#### ARTICLE SIX

The management of the Corporation shall be vested in the Board of Directors.

#### ARTICLE SEVEN

The power to alter, amend or repeal the Corporation's Bylaws, and to adopt new Bylaws, shall be vested in the Board of Directors.

#### ARTICLE EIGHT

The street address of the initial registered office of the Corporation is 5430 Fredericksburg Road, Suite 618, San Antonio, Texas 78229-6197, and the name of the registered agent of the Corporation is Charles A. Coltman, Jr., M.D.

#### ARTICLE NINE

The number of directors shall be fixed by the Bylaws of the Corporation and may be increased or decreased from time to time by amendment thereto, but no decrease shall have the effect of shortening the term of any incumbent director and the number shall never be less than three (3). The term of office for

directors shall be fixed by the Bylaws of the Corporation. The number of directors constituting the initial Board of Directors of the Corporation shall be three (3), and the names and addresses of the persons who are to serve as the initial directors until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Charles A. Coltman, Jr., M.D.	5430 Fredericksburg Rd., #618 San Antonio, Texas 78229-6197
Col. George E. Ensley	USAA USAA Building San Antonio, Texas 78288
John C. Korbell	Smith, Barney, Harris, Upham & Co., Inc. 300 Convent Street 28th Floor San Antonio, Texas 78205

#### ARTICLE TEN

The Corporation shall have the power to indemnify its directors, officers, employees and agents and to purchase and maintain liability insurance for those persons to the fullest extent permitted by Article 1396-2.22A of the Texas Non-Profit Corporation Act, now in effect or hereafter amended.

#### ARTICLE ELEVEN

To the fullest extent not prohibited by law, 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 of a director for (a) a breach of the director's duty of loyalty to the Corporation, (b) 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 that involves intentional misconduct or a knowing violation of the law, (c) a transaction (which transaction may in no case violate the restrictions set forth in Article Four) 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 (d) an act or omission for which the liability of a director is expressly provided by an applicable statute.

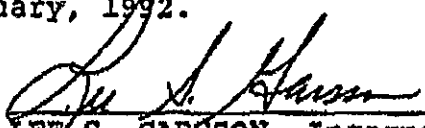
If the Texas Non-Profit Corporation Act ("TNPCA") or the the Texas Miscellaneous Corporation Laws Act (the "TMCLA") hereafter is amended to authorize further limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on the personal liability provided herein, shall be limited

to the fullest extent permitted by the TNPCA, as amended, and the TMCLA, as amended. No amendment to or repeal of this Article Eleven shall apply to or have any effect upon the liability or alleged liability of any director of the Corporation for or with respect to any act or omission of such director occurring prior to such amendment or repeal.

ARTICLE TWELVE

The name of the incorporator is Lee S. Garsson, and his address is 112 E. Pecan Street, Suite 2000, San Antonio, Texas 78205.

EXECUTED this 28th day of February, 1992.

  
\_\_\_\_\_  
LEE S. GARSSON, Incorporator