



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

South Nolen Medical Condo Association  
File Number: 803324792

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: 05/21/2019

Effective: 05/21/2019



A handwritten signature in black ink, appearing to read "David Whitley".

David Whitley  
Secretary of State

**FILED**  
In the Office of the  
Secretary of State of Texas

**MAY 21 2019**

**Corporations Section**

**CERTIFICATE OF FORMATION  
OF  
SOUTH NOLEN MEDICAL CONDO ASSOCIATION**  
*A Texas Nonprofit Corporation*

The undersigned natural person, having the capacity to contract and acting as an organizer of a corporation under the Texas Business Organizations Code (the "TBOC"), does hereby adopt the following Certificate of Formation for such corporation:

**ARTICLE ONE  
NAME**

The name of the corporation is: South Nolen Medical Condo Association (the "Association")

**ARTICLE TWO  
NONPROFIT CORPORATION**

The Association is a nonprofit corporation.

**ARTICLE THREE  
PURPOSE**

The Association is organized and operated to act as the association of owners of condominium units in South Nolen Medical, a commercial condominium project located in Tarrant County, Texas, as more particularly described in the Association's Bylaws and in that certain Condominium Declaration recorded in the real property records of Tarrant County, Texas (the "Declaration").

**ARTICLE FOUR  
MEMBERSHIP**

The Association is a non-stock membership corporation. The Declaration and Association Bylaws will determine: the number and qualifications of members of the Association; any classes of membership; the voting rights and other privileges of membership; and the obligations and liabilities of members. Cumulative voting is not allowed.

**ARTICLE FIVE  
ORGANIZER**

The name of the organizer is Daniel Molina. The street address of the organizer is 365 Miron Dr., Suite A, Southlake, Texas 76092.

**ARTICLE SIX  
REGISTERED OFFICE AND AGENT**

The business address of the initial registered office of the Association is 365 Miron Drive, Suite A, Southlake, Texas 76092, and the name of the initial individual registered agent of the Association at that address is Daniel Molina.

**ARTICLE SEVEN  
BOARD OF DIRECTORS**

The management of the business and affairs of the Association shall be vested in the Board of Directors. The number of directors constituting the initial Board of Directors and the names and addresses of the persons who are to serve as initial directors until the first annual meeting of members of the Association or until their successors are elected and qualified are as follows:

The management of the business and affairs of the Association shall be vested in the Board of Directors. The number of directors, terms of office, manner of election or appointment, and qualifications of the directors shall be as set forth in the Bylaws of the Association, subject, however, to the following requirements and limitations:

- (1) The number of directors constituting the initial Board of Directors is three (3).
- (2) Thereafter, the number of directors shall be as specified in the Bylaws, and such number may from time to time be increased or decreased under the Bylaws, including any amendment or change to the Bylaws, except that the number of directors shall not be less than the minimum number of directors required by the TBOC.
- (3) The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of members of the Association or until their successors are elected and qualified are as follows:

<u>Names</u>	<u>Address</u>
James Lancaster	365 Miron Dr., Suite A Southlake, Texas 76092
Daniel Molina	365 Miron Dr., Suite A Southlake, Texas 76092
Craig Wilkinson	365 Miron Dr., Suite A Southlake, Texas 76092

**ARTICLE EIGHT  
ACTION WITHOUT A MEETING**

Any action required by the TBOC to be taken at a meeting of the members or directors or of any committee of the Association or any action that may be taken at a meeting of the members or directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors or committee members as would be necessary to take that action at a meeting at which all of the members, directors or committee members were present and voted.

## **ARTICLE NINE POWERS**

In furtherance of its purposes, the Association has the following powers which, unless indicated otherwise by this Certificate of Formation, the Declaration, the Bylaws, or Texas, may be exercised by the board of directors: (i) All rights and powers conferred upon nonprofit corporations by Texas law in effect from time to time; (ii) All rights and powers conferred upon property owners associations by Texas law, in effect from time to time; and (iii) All powers necessary, appropriate, or advisable to perform any purpose or duty of the Association as set out in this Certificate of Formation, the Bylaws, the Declaration, or Texas law.

## **ARTICLE TEN INDEMNIFICATION**

Each person who acts as a director or officer of the Association shall be indemnified by the Association against any costs, expenses and liabilities (including attorneys' fees) which may be imposed upon or reasonably incurred by him in connection with any civil, criminal, administrative or other action, suit or proceeding in which he may be named as a party or defendant or in which he may be a witness by reason of his being or having been such director or officer by reason of any action alleged to have been taken or omitted by him in either such capacity. Such indemnification shall be provided in the manner and under the terms, conditions and limitations set forth in the Bylaws.

## **ARTICLE ELEVEN LIMITATION OF LIABILITY**

A director or officer of the Association shall not be liable to the Association or its members, or any person claiming by or through a member, for an act or omission in the director's or officer's capacity and performance of his duties as a director or officer, except with respect to liability for: (1) A breach of the director's or officer's duty of loyalty to the Association or its members; (2) An act or omission not in good faith that constitutes a breach of duty of the director or officer to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law by the director or officer; (3) A transaction from which the director or officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's or officer's office; or (4) An act or omission for which the liability of the director or officer is expressly provided for by an applicable statute. If the TBOC is amended, eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Association shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or amendment of this Article shall be prospective only and may not adversely affect any limitation on the personal liability or alleged liability of a director or officer arising from an act or omission of such director or officer occurring prior to the time of such repeal or amendment. The liability of directors and officers of the Association may also be limited by the Charitable Immunity and Liability Act of 1987, Chapter 84, Texas Civil Practice and Remedies Code, as amended.

**ARTICLE TWELVE  
CONTRACTS OR TRANSACTIONS WITH INTERESTED  
DIRECTORS, OFFICERS AND MEMBERS**

This provision applies only to a contract or transaction between the Association and one or more of its directors, officers or members, or between the Corporation and an entity or other organization in which one or more of the Association's directors, officers or members is a managerial official or has a financial interest. An otherwise valid contract or transaction is valid notwithstanding that a director, officer, or member of the Association is present at or participates in the meeting of the board of directors, of a committee of the board, or of the members that authorizes the contract or transaction, or votes or signs, in the person's capacity as a director, committee member or member, a written consent of directors, committee members or members to authorize the contract or transaction, if: (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed to or known by (a) the Association's board of directors, a committee of the board of directors, or the members, and the board, the committee, or the members authorize the contract or transaction by the approval of the majority of the disinterested directors, committee members or members, regardless of whether the disinterested directors, committee members or members constitute a quorum; or (b) the members entitled to vote on the authorization of the contract or transaction, and the contract or transaction is specifically approved in good faith and with ordinary care by a vote of the members; or (2) the contract or transaction is fair to the Association when the contract or transaction is authorized, approved, or ratified by the board of directors, a committee of the board of directors, or the members. Common or interested directors or members of a Association may be included in determining the presence of a quorum at a meeting of the board, a committee of the board, or members that authorizes the contract or transaction.

**ARTICLE THIRTEEN  
AMENDMENT**

This Certificate of Formation may be amended by the affirmative vote by the majority of the Board of Directors of the Association. In addition, without member approval, the Board of Directors may adopt amendments permitted by Section 22.107(b) of the TBOC.

**ARTICLE FOURTEEN  
IRS EXEMPTION**

The business and affairs of the Association shall always be conducted so that the Association does not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation under §501(c)(4) of Internal Revenue Code of 1986, as amended.

**ARTICLE FIFTEEN  
WINDING UP**

The Association may be wound up only as provided in the Declaration, Bylaws, and by Texas law. On winding up, the assets of the Association will be distributed in accordance with the Declaration provision for distribution upon termination. If the Declaration has no such provision, then in accordance with Section 82.068 of the Texas Property Code and Section 22.304, TBOC.

**ARTICLE SIXTEEN  
CHANGE OF STATUS**

The continuing existence of the Association is vested in its members, not in its corporate status, its name, or its filing number. During any period in which the Association is not incorporated, it will be subject to the Texas Uniform Unincorporated Nonprofit Association Act (Chapter 252 of the TBOC), and this Certificate of Formation will continue to be effective as a governing document of the Association.

**ARTICLE SEVENTEEN  
EFFECTIVE DATE OF FILING**

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

**ARTICLE EIGHTEEN  
EXECUTION**

The undersigned affirms that the person designated as registered agent 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 to execute the filing instrument

Date: May 20, 2019

  
\_\_\_\_\_  
Daniel Molina, Organizer

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



David Whitley  
Secretary of State

Office of the Secretary of State  
Packing Slip

May 22, 2019  
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Starr Law Firm, P.C.  
PO Box 261034  
Plano, TX 75026

Batch Number: **89111664**  
Client ID: **566397915**

Batch Date: **05-21-2019**  
Return Method: **Fax and Mail 0**

Document Number	Document Detail	Number / Name	Page Count	Fee
891116640002	Expedited	South Nolen Medical Condo Association	0	\$25.00
891116640002	Certificate of Formation	South Nolen Medical Condo Association	0	\$25.00
891116640003	Convenience Fee			\$1.35
			<b>Total Fees:</b>	<b>\$51.35</b>

Payment Type	Payment Status	Payment Reference	Amount	
Credit Card	Received	*****9724	\$51.35	
			<b>Total:</b>	<b>\$51.35</b>

**Total Amount Charged to Client Account: \$0.00**  
(Applies to documents or orders where Client Account is the payment method)

*Note to Customers Paying by Client Account:* This is not a bill. Payments to your client account should be based on the monthly statement and not this packing slip. Amounts credited to your client account may be refunded upon request. Refunds (if applicable) will be processed within 10 business days.

There is a 2.7% convenience fee on credit card payments. This additional amount will be computed and shown on your credit card statement when the credit card transaction is settled.

User ID: MKERR

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## Office of the Secretary of State

May 22, 2019

Starr Law Firm, P.C.  
PO Box 261034  
Plano, TX 75026 USA

RE: South Nolen Medical Condo Association  
File Number: 803324792

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>. For information on state tax exemption, including applications and publications, visit the Comptroller's Exempt Organizations web site at <http://window.state.tx.us/taxinfo/exempt/index.html>. Information on exemption from federal taxes is available from the Internal Revenue Service web site at [www.irs.gov](http://www.irs.gov).

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation. If we can be of further service at any time, please let us know.

Sincerely,

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



**ACCEPTANCE OF APPOINTMENT  
AND  
CONSENT TO SERVE AS REGISTERED AGENT**

I acknowledge, accept and consent to my designation or appointment as registered agent in Texas for South Nolen Medical Condo Association.

I am a resident of the State of Texas and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State of Texas if I resign.

Date: May 20, 2019

  
\_\_\_\_\_  
Daniel Molina