

**Certificate of Formation
of
SAINA
San Antonio Indian Nurses Association
A Nonprofit Corporation**

**Article 1.
Name**

The name of the Corporation is SAINA (San Antonio Indian Nurses Association) (hereinafter referred to as the “Corporation”). The Corporation is a non-profit Corporation, organized pursuant Chapters § 2 and § 22 of the Texas Business Organization Code for non-profit purposes. When it dissolves, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Texas franchise tax.

**Article 2.
Registered Agent and Registered Office**

The Corporation’s registered agent is Pressanna Parackal. The street address of the registered agent is 15315 Antler Creek Dr, San Antonio, TX 78248 . The registered address of the Corporation is 15315 Antler Creek Dr, San Antonio, TX 78248. The registered agent has consented to the appointment in writing pursuant to Section 5.201(b) of the Texas Business Organizations Code. The written consent shall be maintained in the Corporation’s records. The Corporation shall commence formally its existence on June 10th 2019, and shall continue in Perpetuity.

**Article 3.
Managing Body of Corporation**

The management of the Corporation is vested in its Board of Directors and such committees of the board that the board may, from time to time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. The Directors shall hold office in accordance with the bylaws of the Corporation. The number of directors may be increased or decreased by amending the bylaws of the Corporation, but may not be decreased to less than three (3). The number of directors constituting the initial Board of Directors, and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

<i>Name</i>	<i>Directors</i>	<i>Address</i>
Pressanna Parackal	President	15315 Antler Creek Dr, San Antonio, TX 78248
Missam Merchant	President Elect/EVP	7602 Luskey Blvd #2101 San Antonio TX 78256
Regina Bijo	Vice-President	9926 Ramblin River rd, San Antonio, TX
Malathi Balraj	Secretary	23214 Kaitlyn Canyon, San Antonio TX
Jai thomas	Treasurer	7818 Lacey Oak Cove, San Antonio, TX 78250

**Article 4.
Membership**

The Corporation shall have members.

**Article 5.
Purposes**

The Corporation shall be and is a non-profit Corporation under the laws of the State of Texas. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code. This non-profit corporation is formed for any lawful purpose or purposes not expressly prohibited under Chapters § 2 and § 22 of the Texas Business Organization Code, including any purpose described by Section § 2.002 of the Code.

The Mission for which the corporation is organized is exclusively charitable, benevolent, religious, and educational and shall be dedicated to promote a community of excellence in nursing practice and healthcare through networking and collaboration for all professional nurses and nursing students of Indian origin/heritage, including, but not limit to, the following:

- a. To promote Professional excellence in nursing practice and healthcare through the empowerment and renewal of professional and cultural identify of all nurse’s and nursing students of Indian origin/heritage and to optimize their contribution to the health and wellbeing of individuals, families and communities.
- b. To access and identify nursing care for healthcare consumers, especially ethnic minority and socially, spiritually and economically underserved populations for the optimum quality of care by acting as wellness advocates.
- c. To act as a change agent in aligning existing institutions and/or to help to establish institutions to suit the health needs of ethnic minorities and socially, spiritually and economically underserved populations.
- d. To provide health awareness to community groups in ethnic minority and socially, spiritually and economically underserved communities.
- e. To provide nurses and health professionals as volunteers to assist in health screening programs and to provide health information.
- f. To provide access to information to ethnic minorities and those who reside in socially, spiritually and economically underserved populations and are interested in careers in

- nursing and health care.
- g. To conduct, analyze and publish information to increase knowledge and awareness of the health care needs of ethnic minorities.
 - h. To assist in providing tutoring to pre-nursing students.
 - i. To monitor the utilization and placement of ethnic minority nurses by hospitals, agencies, schools, businesses and facilities employing nurses.
 - j. To participate in conferences, workshops, seminars and forums to increase the health knowledge of ethnic minorities and socially, spiritually and economically underserved communities.
 - k. To collaborate with various ethnic minority populations to provided needed health and community services when a health crisis exists.
 - l. To provide volunteers as health speakers and volunteers on health issues for organizations in ethnic minority and socially, spiritually, and economically underserved communities.
 - m. To access and provide health care information to young people, at risk youth and families who are below the poverty line and would qualify for subsidized lunches because they meet federal poverty level requirements.

and to exercise all powers provided in the Texas Business Organizations Code in furtherance of the above-stated purposes.

Article 6. Powers

The corporation shall have powers set forth below to accomplish the foregoing purposes of the corporation; provided, that the following powers shall be exercised only in charitable, religious, or educational manners within the meaning of section 501(c)(3) of the U.S. Internal Revenue Code of 1986 and regulations thereunder, as now existing or hereafter in effect (the “Code”), to wit:

- a. To elect, appoint, and employ officers, agents, and employees;
- b. To make contracts and incur liabilities for a purpose of the corporation;
- c. To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, real, personal, or both;
- d. To issue for the purpose of borrowing money a bond, debenture, note, or other evidence of indebtedness, whether secured or unsecured;
- e. To secure an evidence of indebtedness by mortgage, pledge, deed of trust, or other lien on a property, franchise, right, or privilege of the corporation, or any part of or interest in those items, without securing member approval;
- f. To make a secured or unsecured loan and establish and regulate the terms and conditions of that loan and the charges for interest or service connected with that loan;
- g. To receive by gift, bequest, devise or otherwise, and to administer and dispose of, money and property, in its own name, or as trustee or fiduciary, or jointly with others, or by any means whatever as memorials or otherwise, for the purposes of the corporation or benefiting another organization in furtherance of one or more of the purposes of the corporation;

- h. To receive, purchase, lease, acquire, maintain, operate, administer or otherwise deal in and with, real or personal property, or any interest therein, wherever situated, to or carry out the purposes of the corporation, or as shall be donated to the corporation from time to time;
 - i. To acquire, construct or reconstruct, alter, repair, maintain, operate, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;
 - j. To join with or contribute to the activities of all other entities and of any persons or organizations pursuing one or more similar purposes;
 - k. To protect the corporation's position as creditor in acquiring the goodwill, business, rights, property, including a share, bond, debenture, note, other evidence of indebtedness, other asset, or any part of an asset or interest in an asset, of a person to whom the corporation loaned money and assume, undertake, or pay an obligation, debt, liability of the person;
 - l. To enter into, make, perform and carry out contracts of any kind for any lawful purpose without limit on amount, with any person, association, partnership, corporation or other entity, municipality, county, state or other municipal or governmental subdivisions;
 - m. To sue or be sued in its own name; and
 - n. Whether or not included in the foregoing, to observe and perform all rights and powers conferred on non-profit corporations under laws of Texas, or which may hereafter be conferred by applicable law, which actions are necessary, expedient, appropriate or desirable to effect any or all of the objects and purposes for which the corporation is formed; provided, that in each and every case, the corporation shall not, except to an insubstantial degree, engage in activities that in themselves are not in furtherance of the purposes of the corporation.
- Notwithstanding any other provision of these articles to the contrary, the corporation shall not carry out any activities not permitted (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code. Furthermore, the corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Article 7.
Restrictions and Requirements

The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Internal Revenue Code Section 501(c)(3) or the corresponding section of any future federal tax code.

No Private Inurement: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

No Prohibited Activities: No substantial part of the activities of the Corporation shall be to influence or attempt to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not participate in any other activities that are not permitted by a tax-exempt Corporation under section 501(c)(3) of the Internal Revenue Code, or by a Corporation whose contributions are deductible under section 170(c)(2) of the Internal Revenue Code.

Termination: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or distributed for a public purpose to a federal, state or local government. Any remaining assets not distributed for a public purpose shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to organization(s) as the court shall determine, which are organized and operated exclusively for such purposes.

Article 8.
Limitation Of Liability Of Directors

A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as director except as otherwise provided by a Texas statute.

Article 9.
Indemnification

13.01. The corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court's costs, and any other costs of a similar nature. The Corporation

shall not, however, indemnify any officer, director, or employee until a determination that indemnification is permissible has been made by the procedure and according to the standards set forth in the Bylaws of this Corporation.

13.02. Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors by serving the written demand on the President or the Secretary (unless the President and Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within 15 days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may within 60 days following the date of service of the demand, apply to a court of general jurisdiction in the county where the Corporation maintains its principal office to consider whether or not the officer, director, or employee has met the standards set forth in the Bylaws of this Corporation as to permissibility of the indemnification. If the court determines that the conduct of the officer, director, or employee was such as to meet the standards, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent of the Board of Directors had originally made the determination.

Article 10. Amendments

The power to amend or restate this Certificate of Formation, and the power to adopt, amend, or repeal the bylaws of the Corporation, shall be vested in its board of directors. All amendments and changes to this Certificate must be approved by at least two thirds of the members present at a meeting where a quorum is present. A quorum is met when a majority of eligible voting directors are present, but not less than three.

Article 11. Construction

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as amended.

Article 12. Duration

The period of duration of the Corporation shall be perpetual.

Article 13.
Distribution of Assets

Upon the dissolution of the corporation in accordance with the by-laws or with Chapters §2 and §22 of the Texas Business Organization Code, the assets of the corporation shall be applied and distributed as follows: (1) first, to the payment, satisfaction and discharge in full (or so far as such assets and property will go to the just and equitable payment thereof) of all liabilities and obligations of the corporation; (2) then, all assets held by the corporation upon condition requiring the return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements; and (3) all of the remaining assets of the corporation shall be distributed only for tax exempt purposes to one or more organizations selected by the corporation's board of directors, each of which organization is exempt under Section 501(c)(3) of the Code or its successor statute, or which is described in Section 170(c)(1) or (2) of the Code or its successor statute.

Article 14.
Organizer

The name of the Corporation's organizer is Pressanna Parackal. The street address of the Corporation's organizer is 15315 Antler Creek Dr, San Antonio, TX 78248 .

The undersigned organizer affirms that the person designated as registered agent has provided written consent 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 by the entity to execute this instrument.

This document becomes effective when the document is filed by the Secretary of State. The undersigned, a natural person eighteen (18) years of age or more is a citizen of the State of Texas, acting as incorporator(s) of a non-profit corporation under the Texas Business Organization Code, does hereby adopt the Certificate of Formation for such corporation. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of formation as of the 10th day of June 2019, and direct that it be filed with the minutes of the proceedings of the Board of Directors of the Corporation.

Signature of Organizer

Pressanna Parackal
Printed Name of Organizer