

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



Rolando B. Pablos
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING OF

Carrell Clinic Foundation
File Number: 802831487

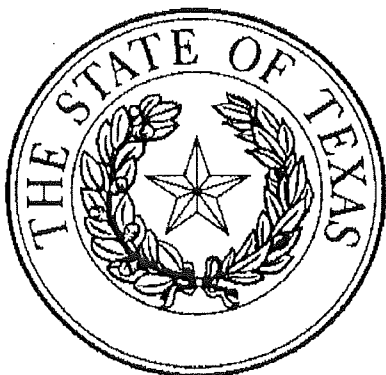
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

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: 10/06/2017

Effective: 10/06/2017



A handwritten signature in black ink, appearing to read "R. Pablos".

Rolando B. Pablos
Secretary of State

Phone: (512) 463-5555
Prepared by: Renee Guerrero

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709
TID: 10306

Dial: 7-1-1 for Relay Services
Document: 765331070002

Form 202

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709



**Certificate of Formation
Nonprofit Corporation**

Filed in the Office of the
Secretary of State of Texas
Filing #: 802831487 10/06/2017
Document #: 765331070002
Image Generated Electronically
for Web Filing

Filing Fee: \$25

Article 1 - Corporate Name

The filing entity formed is a nonprofit corporation. The name of the entity is :

Carrell Clinic Foundation

Article 2 – Registered Agent and Registered Office

A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

W.B. Carrell Memorial Clinic Associated

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

C. The business address of the registered agent and the registered office address is:

**Street Address:
9301 North Central Expressway
Suite 400 Dallas TX 75231**

Consent of Registered Agent

A. A copy of the consent of registered agent is attached.

OR

B. The consent of the registered agent is maintained by the entity.

Article 3 - Management

A. Management of the affairs of the corporation is to be vested solely in the members of the corporation.

OR

B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

Article 4 - Organization Structure

A. The corporation will have members.

or

B. The corporation will not have members.

Article 5 - Purpose

The corporation is organized for the following purpose or purposes:

This corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 170(c)(2), 501(c)(3), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended

(the "Code").

Supplemental Provisions / Information

[The attached addendum, if any, is incorporated herein by reference.]

Carrell Clinic Foundation Consent to Use Name Signed.pdf
Supplemental Information Carrell Clinic Foundation.pdf

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

OR

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Organizer

The name and address of the organizer are set forth below.

Claire H. Topp **50 South 6th ST STE 1500 Minneapolis, MN 55402-1498**

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 under the provisions of law governing the entity to execute the filing instrument.


Claire H. Topp

Signature of organizer.

FILING OFFICE COPY

Supplemental Information

Within the framework and limitations of the foregoing, the specific primary purpose of the corporation is to support the advancement of musculoskeletal and orthopaedic research and education and patient advocacy and to assist patients in financial need to obtain the musculoskeletal and orthopaedic care they need. For such purposes, and not otherwise, this corporation shall have and may exercise all powers that are afforded to this corporation by titles 1 and 2 Texas Business Organizations Code and by any future laws amendatory thereof and supplementary thereto; provided, however, that this corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation that is described in, and contributions to which are deductible for federal income and estate tax purposes under Sections 170(c) and 2055(a) of the Code. No part of the net income or earnings of this corporation shall, directly or indirectly, inure to the benefit of any person having a personal and private interest in the activities of this corporation, but this corporation may pay reasonable compensation for services rendered to this corporation in furtherance of its purposes set forth in Article 5 hereof. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except pursuant to an election under, and as permitted by, Section 501(h) of the Code, and this corporation 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. Upon dissolution of this corporation in accordance with the laws of the State of Texas and after the payment of all liabilities and obligations of this corporation, any remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Code or to the government for public purposes.

<p>Form 509 (Revised 06/15)</p> <p>Submit with relevant filing instrument.</p> <p>Filing Fee: None</p>	 <p>Consent to Use of Similar Name</p>	
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(1) Carrell Clinic Investors, LLC, File #800794998
Name and file number of the entity or individual who holds the existing name on file with the secretary of state

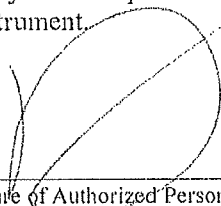
consents to the use of

(2) Carrell Clinic Foundation
Proposed name

as the name of a filing entity or foreign filing entity in Texas for the purpose of submitting a filing instrument to the secretary of state.

(3) The undersigned certifies to being authorized by the holder of the existing name to give this consent. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: October, 2017



 Signature of Authorized Person
Angela Dessett MD

 Name of Authorized Person (type or print)
President

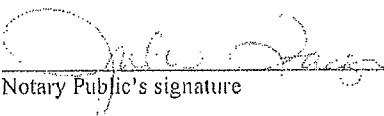
 Title of Authorized Person, if any (type or print)

State of Texas

County of Dallas

This instrument was acknowledged before me on 10/17/2017 by Julie Fagan
 (date) (name of authorized person)

(Seal) 



 Notary Public's signature