

STCH Ministries
Restated Certificate of Formation

Summary of Proposed Changes

RESTATED CERTIFICATE OF FORMATION changes for STCH Ministries.

- Article 1 - Incorporate STCH Ministries dba name into the document.
- Article 2 – Expand wording to include care for children and families. Delete cost of services statement as it is more properly addressed in the Bylaws.
- Article 5, second sentence - Update wording to allow for BGCT electing simple majority and STCH Ministries electing up to 49% of board members.
- Article 5 – seventh sentence - Move “Vacancies” wording from Article 10, paragraph 1, to Article 5 and update to allow vacancies on the board of directors to be filled as described above.
- Article 10 paragraph 1 – Move to Article 5 and update as described above.
- Article 10 paragraph 2 – Update removal of board member language to state that directors may be removed with or without cause by the governing body which elected such director rather than a list of specific removal reasons.

Amended and Restated
Certificate of Formation

Edited/Redline Version

AMENDED RESTATED CERTIFICATE OF FORMATION OF
SOUTH TEXAS CHILDREN'S HOME MINISTRIES

d/b/a STCH Ministries

Charter Number 00112923-01

1.

The name of the Corporation is SOUTH TEXAS CHILDREN'S HOME MINISTRIES, hereinafter referred to as STCH Ministries.

2.

The objectives and purposes of this Corporation are to provide ~~a home-~~ care for dependent or needy children and families, providing for their physical, mental, educational, vocational, moral and religious development, and to engage in any other exclusively religious, charitable, scientific or educational purposes and undertakings within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 which may be authorized by the Board of Directors. ~~Child care will be provided without regard to the beneficiaries' ability to pay.~~

3.

The principal office and seat of the Corporation shall be in Bee County, Texas. The Corporation shall have such other offices as the Board of Directors may from time to time determine.

4.

The Corporation shall at all times be operated as a non-profit Corporation affiliated with the Baptist General Convention of Texas. No part of its net earnings shall inure to the benefit of any private individual. The Corporation shall have perpetual existence. The assets of the Corporation are pledged for use in performing its religious, charitable and educational functions. However; on discontinuance of the Corporation by dissolution or otherwise, its assets are to be transferred to The Baptist General Convention of Texas, or [if at such time The Baptist General Convention of Texas shall not be qualified as an exempt organization under

Section 501(c) (3) of the Internal Revenue Code, as amended (or the corresponding provisions of any future United States Internal Revenue law)], to an educational, charitable, religious, or other similar organization that is qualified as a charitable organization under Section 501(c) (3) of the Internal Revenue Code, as amended (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so transferred shall be disposed of by a district court of the State of Texas having jurisdiction, to such organization or organizations qualified as exempt under The United States Internal Revenue law as said court shall determine.

5.

The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors of the Corporation shall have the right, if it so chooses, to elect ~~twenty-five percent (25%)~~ up to forty-nine percent (49%) of the members of the Board of Directors. Each member of the Board of Directors chosen by the Board of Directors shall be Baptist. The remainder of the Board of Directors shall be elected by The Baptist General Convention of Texas in accordance with the constitution and procedures of the Convention as the same shall from time to time exist. Each Director chosen by The Baptist General Convention of Texas shall be a member of a Baptist church cooperating with The Baptist General Convention of Texas. If the Board of Directors chooses not to exercise its right to elect any members, the entire Board of Directors shall be elected by The Baptist General Convention of Texas. Vacancies on the Board of Directors arising for any reason including the expiration of terms may be filled in the manner described herein. The number of Directors shall be as from time to time fixed by the bylaws, and unless and until changed by amendment of such bylaws, shall be a range of sixteen to twenty (16-20) Directors. The present Directors are shown below:

Mrs. Lil Abshier
825 Post Oak
Goliad, TX 77963-3594

Mr. Jim Candler
10500 County Road 175
Iola, TX 77861-3617

Mr. Sid Colwell
1334 FM 1117
Nixon, TX 78140-4226

Mrs. Jean Culli
4898 FM 673
Beeville, TX 78102-8312

Rev. Raul Elizondo
119 Avalon Dr.
Robstown, TX 78380-2009

Mr. David James
341 Edgar Leesville Rd
Cuero, TX 77954

Rev. Jim Furgerson
8320 Elena Dr.
Lantana, TX 76226-7336

Mrs. Sandy Melton
1207 Deberry Avenue
Aransas Pass, TX 78336-4213

Mr. Tony Gray
5201 Holly St.
Bellaire, TX 77401-4803

Mrs. Karol Peters
16026 Laurelfeld Drive
Houston, TX 77059-6434

Rev. Brian Hill
7730 Moritz Lake Dr.
Corpus Christi, TX 78413-5286

Mrs. Sherry Sigmon
14 Champions Way
San Antonio, TX 78258-4810

Rev. Matt Homeyer
1313 Walkers Way
San Antonio, TX 78216-7709

Mr. Bill Stockton
900 E Jones St
Beeville, TX 78102-8312

Mr. Ron Hyde
PO Box 569
Kenedy, TX 78119-0569

Mrs. Paige Streiff
206 Pebble Brook
Victoria, TX 77904-2956

6.

The Board of Directors shall have authority to determine the educational and operating programs of the Corporation and to take whatever actions it deems advisable to achieve the Corporation's objectives.

The Board of Directors shall take into full consideration the provisions of Article VIII of the Constitution of The Baptist General Convention of Texas governing institutional boards, and the overall objectives of the Convention in the Corporation's fields of endeavor. The Board of Directors shall furnish such reports and information to the Convention, its Executive Board, and other authorized bodies, as they shall request

7.

The Corporation shall have no members and no capital stock.

8.

The Board of Directors shall not without the consent of The Baptist General Convention of Texas:

- A. amend the Corporation's Certificate of Formation; or
- B. amend the Bylaws so as to increase or decrease the number of Directors; or
- C. deviate from or amend the broad objectives of the Corporation.

9.

The Directors shall not, without the consent of the Baptist General Convention of Texas or its Executive Board incur or assume any indebtedness in excess of guidelines established by The Baptist General Convention of Texas from time to time.

10.

~~Vacancies in the Board of Directors arising from reasons other than the expiration of term shall be filled in the manner in which the director was elected.~~

~~The individual~~ ~~Individual~~ members of the Board of Directors ~~of the Corporation~~ may be replaced by the entity that elected such member for misfeasance, malfeasance, incapacity, failure to perform their proper duties, or conduct which would bring discredit upon the Corporation removed, either with or without cause, by the affirmative vote of the governing body which elected such director.

11.

The bylaws of the Corporation shall be adopted, and thereafter amended by the Board of Directors in accordance with procedures set forth in the bylaws. The Certificate of Formation of the Corporation may be amended only upon the affirmative vote of at least two-thirds (2/3) of the directors in office.

12.

The street address of the Corporation's present registered office is 9243 Farm Road 2617, Pettus, Texas 78416, and the name of its present registered agent at such address is Eron Green. The mailing address of the Corporation is P.O. Box 759, Beeville, Texas, 78104-0759.

13.

A director of the Corporation is not liable to the Corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that the provisions of this paragraph do not eliminate or limit the liability of the director for:

1. a breach of a director's duty of loyalty to the Corporation or its members;
2. an act or omission not in good faith or 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;
3. a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
4. an act or omission for which the liability of a director is expressly provided for by an applicable statute.

14.

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic Corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against all expenses including attorneys' fees, to the fullest extent that

a Corporation may grant indemnification to a director under the Texas Business Organizations Code, as the same exists or may hereafter be amended. The rights conferred by this Article shall be contract rights and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Business Organizations Code, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to also be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Texas Business Organizations Code, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, or special legal counsel) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereof, or special legal counsel) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of such person's heirs, executors, administrators and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of directors or members, agreement or otherwise. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained in this Article to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The Corporation may purchase and maintain insurance or a similar arrangement (including, but not limited to, a trust fund, self-insurance, a security interest or lien on the assets of the Corporation, or a letter of credit,

guaranty or surety arrangement) on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against such person and incurred by such person in such a capacity or arising out of status as such a person, whether or not the Corporation would have the power to indemnify such person against that liability under this Article or by statute. Notwithstanding the other provisions of this Article, the Corporation may not indemnify or maintain insurance or a similar arrangement on behalf of any person if such indemnification or maintenance of insurance or similar arrangement would subject the Corporation to income tax under the Code or subject such person to excise tax under the Code. For purposes of this Article, the term "expenses" includes court costs and attorney's fees, and the term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding.

15.

In accordance with Section 22.220 of the Texas Business Organizations Code, any action required to be taken at a meeting of directors or any committee may be taken without a meeting if a consent in writing setting forth the action taken is signed by a sufficient number of directors or committee members as would be necessary to take that action at a meeting at which all the directors or members of the committee were present and voted. Prompt notice of the taking of any action by directors or a committee without a meeting by less than unanimous written consent shall be given to those directors or committee members who did not consent in writing to the action.

IN WITNESS WHEREOF, this Amended Restated Certificate of Formation has been executed on this _____ day of _____, ~~2025-2026~~ by the undersigned officers, thereunto duly authorized.

SOUTH TEXAS CHILDREN'S HOME MINISTRIES
d/b/a **STCH Ministries**

Tony Gray
Chairman of the Board

Eron Green
President and Chief Executive Officer

Sherry Sigmon
Secretary of the Board