

Patient Association Organizational Documents

Senior Patient Association

A Non-Profit Cooperative

Be a member of our cooperative and have a personal health care advocate

We think it is time for patients to have control of and a strong voice in the health care delivery system.

Our cooperative will be that voice.

We have the strength to do things positively now.

We have benefit programs and development plans in place:

1. Discounts on Prescription drugs from Major Pharmacies
AWP-17% + a \$1.00 dispensing fee for Brand Names
AWP-50% + a \$1.00 dispensing fee for Generic
2. Access for Medicare eligible members and participating physicians in high quality Medicare Advantage Plans through CMS approved companies and their appointed and certified agencies. In the CMS book on Medicare distributed to all Medicare eligible people it shows:
Plans with no premiums for Part C Hospital and Physician Services
Plans with no premiums for Part D prescription drugs
Plans with much lower out-of-pocket costs for hospital and physician services, and drugs
3. Contracts between individual patients and primary care physicians to pay a low monthly fee for comprehensive primary care medical services
4. Patient Advocacy Program
We help solve problem and concerns between patient members and their health care providers.

Membership dues are \$10 per month.

The benefits that are available now include:

1. Patient Advocacy Services
2. Prescription Drug Card
3. Contracts with Primary Care Physicians and Nurse-Practitioners at Co-op Clinics for medical services on a low monthly payment plan:

Age	Monthly Payment to Clinic
0-18	\$ 7
19+	\$20

4. Contracts with Diagnostic Radiology Facility for medically necessary MRI, CT, Ultra-Sound, X Rays on a low monthly payment plan:

Age	Monthly Payment to Clinic
0-18	\$ 5
19-64	\$15
65+	\$25

5. Access to Medicare Advantage Plans with no monthly premiums

Join now. Make the health care system work better for you and your family.

BYLAWS

OF

SENIOR PATIENT ASSOCIATION DEVELOPMENT LLC

STATEMENT OF THE PURPOSE AND NATURE OF THE ASSOCIATION

SENIOR PATIENT ASSOCIATION has been organized as a Texas Non Profit Association to do such lawful business that associations can do. Its membership (hereafter referred to as Members) consists solely of persons who are age seventeen or older. SENIOR PATIENT ASSOCIATION's purpose is to bring an innovated approach to health care services for citizens and to develop membership in all of the communities where its business is conducted.

SENIOR PATIENT ASSOCIATION intends to enter into contracts on behalf of its members with health care providers to assure the quality and availability of services to its membership.

ARTICLE 1 MEMBERS

Section 1.1. Annual Meeting. Unless otherwise designated by the Manager, the annual meeting of the Members shall be held on the second Tuesday of NOVEMBER at 1:00 P.M. Central time, for the purpose of electing a manager and for the purpose of transacting of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday, the annual meeting shall be held on the next succeeding business day.

Section 1.2. Special Meetings. Unless otherwise prescribed by statute, special meetings of the Members may be called for any purpose or purposes by the Manager, and shall be called by the Manager at the written request of any holders of not less than 30% of all the votes entitled to be cast on any issue proposed to be considered at the meeting demanded. Special meetings may not be called by any other person or persons. If the special meeting is called by any person or persons other than by the Manager, then the Manager shall determine the time, place and date of such special meeting, which shall be held not more than thirty (30) nor less than twenty (20) of days after the written request to call such special meeting is delivered to the Manager.

Section 1.3. Place of Meeting. The annual meeting or special meetings of the Members may be held at the principal office of SENIOR PATIENT ASSOCIATION or at such other place within or without the State of Texas as the Manager may from time to time designate. If no designation is made for any annual or special meeting of the Members, the place of meeting shall be the principal office of the Association.

Section 1.4. Notice of Meetings. Written notice stating the date, time, and place of a

meeting of Members and, in case of a special meeting of Members the purpose or purposes for which the meeting is called, shall be given to each Member entitled to vote at such meeting at least ten (10) days and not more than twenty (20) days before the meeting. Such notice shall be given in one of the following manners: personally, by mail, by telephone, by private carrier, by telegraph, by teletype, by telephone facsimile, or by such other manner as permitted by Texas law. Such notice shall be given by the secretary or by the person or persons authorized by the Manager to call Members' meetings. If such written notice is mailed, correctly addressed to the Member's address shown in the Association's current record of Members, the notice shall be deemed to have been given to the Member at the time of mailing. If such written notice is sent by private carrier or if such written notice is sent by United States mail, postage prepaid and by registered or certified mail, return receipt requested, the notice shall be deemed to have been given to the Member on the date shown on the return receipt. Otherwise notice is effective when received by the Member. Notice of any Members' meeting may be waived by any Member before or after the date and time of the meeting. Such waiver must be in writing, must be signed by the Member, and must be delivered to the Association for inclusion in the minutes or filing with the corporate records.

Section 1.5. Action by Members Without a Meeting. Any action permitted to be taken at a Members' meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, are signed by all the Members entitled to vote on the action, and delivered to the Association's principal place of business, to the Association's registered office, or to such other additional person or place as prescribed by the Managers. No written consent shall be effective to take the action set forth therein unless, within one (1) day of the earliest dated consent delivered to the Association, all required written consents are delivered to the Association as provided above. A Member may withdraw such consent only by delivering a written notice to the Association as provided above prior to the time when all consents have been delivered to the Association. Any such action taken shall be effective when all consents have been delivered to the Association as provided above, unless the consent specifies a later effective date.

Section 1.6. Telephone Meetings. Members may participate in a meeting of the Members by means of communication by which all persons participating in the meeting can hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 1.7. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any distribution, or in order to make a determination of Members for any other proper purpose, the Managers of the Association may provide that the membership books shall be closed for a stated period, but not to exceed a period of seventy (70) days. If the membership books shall be closed for the purpose of determining Members

entitled to notice of or to vote at a meeting of Members, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the membership books, the Manager may fix in advance a date as the record date for any such determination of Members. such date in any case to be not more than seventy (70) days and, in case of a meeting of Members, not less than ten (10) days prior to the date on which the particular action requiring such determination of Members is to be taken. In the case of a Member action without a meeting, the record date shall be the date that the first Member signs such consent. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof unless the Managers fixes a new record date, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 1.8. Members' List for Meeting. After fixing a record date for a meeting, the Association shall prepare an alphabetical list of the names of all Members on the record date who are entitled to notice of the Members' meeting. The list must be arranged by voting group, and within each voting group by class, and show the address of and number of shares held by each Member.

The Members' list must be available for inspection by any Member, beginning five days prior to the meeting and continuing through the meeting, at the Association's principal office or at the place identified in the meeting notice in the city where the meeting will be held. Subject to applicable law, a Member or the Member's attorney is entitled to inspect the list at any time during the meeting or any adjournment.

Section 1.9. Quorum. A majority of the votes entitled to be cast on a matter by a voting group, present in person or represented by proxy, shall constitute a quorum of that voting group for action on that matter. If a quorum shall fail to attend any meeting, the person designated to preside at the meeting or the holders of a majority of shares entitled to vote who are present, in person or by proxy, at the meeting may adjourn the meeting. Once a share is represented for any purpose at a meeting, other than solely to object to holding the meeting or transacting business at the meeting, it is deemed present for quorum purposes for the remainder of the meeting and any adjournment of the meeting, unless a new record date is or must be set for that adjourned meeting.

Section 1.10. Voting. Unless otherwise provided by law or in the articles of Organization, and subject to Section 1.13 of these bylaws, each Member shall be entitled to one (1) vote. Voting at meeting of Members need not be by written ballot unless such is demanded at the meeting before voting begins by Members, in person or by proxy, representing at least 10% of the votes entitled to vote at such meeting; provided however, that an election of a Manager shall be by written ballot if demand is so made by any Member at the meeting, in person or by proxy, before voting begins. If a vote is to be taken by written ballot, then each such ballot shall state the name of the Member or proxy voting and such other information as the person designated to preside at the meeting deems appropriate. Unless otherwise provided

in these by-laws where a requirement of a greater percentage is specified, if a quorum exists, action on a matter is approved by a voting group if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action.

Section 1.11. Proxies. Each Member may vote in person or by proxy. A Member may appoint a proxy to vote or otherwise act for the Member by signing an appointment form personally. The appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes, or is delivered in any other manner required by law. An appointment is valid for eleven months, unless a longer period is expressly provided in the appointment forms. An appointment of a proxy is revocable by the Member. No proxy may be effectively revoked until notice in writing of such revocation has been given to the secretary or other officer or agent authorized to tabulate votes.

Section 1.12. Voting by Persons other than Members. Only members may vote either in person or by proxy given to another member or to the Manager.

Section 1.113 Class Voting. In the event that SENIOR PATIENT ASSOCIATION 's articles of organization provide for classes of membership or division of the membership then on any question that affects the interests of any class of the members such as, by way of example and not limitation, a vote to modify the rights of the class, that vote shall be required to be approved by a majority affirmative vote by the class of members affected by such change as well as by the affirmative vote of each other class of the members, before being approved and effective.

ARTICLE 2 MANAGER

Section 2.1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association managed under the direction of the Managers as elected by the members. The number of managers shall one from each non-profit organization member and two at-large from the individual membership.

Section 2.2. Number, Tenure and Qualifications. The Managers shall initially consist of the persons named in the articles of SENIOR PATIENT ASSOCIATION 's organization. Thereafter, the managers shall be elected from time to time by the Members. Each Manager shall hold office for six years until (i) the next annual meeting of the Members after the expiration of the six year term and until that Manager's successor is elected and qualified, or (ii) the earlier death, resignation, removal or disqualification of a Manager. Managers shall be members individually and if elected by nomination of a member non-profit organization they must be a member of that nominating non-profit organization as well.

Section 2.3. Regular Meetings. A regular meeting of the Managers and its staff shall be held immediately after and at the same place as the annual meeting of the

Members. Such meeting shall occur without any notice to the Managers other than the notice occurring in this by-law. By resolution the Managers may provide the time and place, either within or without this state, for the holding of any additional regular meetings without any notice other than such resolution.

Section 2.4. Special Meetings. Special meetings of the Managers and its staff may be called by or at the request of at least three of the Managers. The Managers and its staff may fix any date, time or place, either within or without this state, as the date, time and place for holding that special meeting.

Section 2.5. Notice. Written notice of the date, time, and place of a special meeting of the Managers and its staff shall be given at least one (1) day prior to the date set for such meeting. Such notice shall be given in one of the following manners: personally, by mail, by private carrier, by telegraph, by telephone facsimile, or by such other manner as permitted by the Texas laws. Such notice shall be given by the secretary or by the person or one of the persons authorized to call Managers' meetings.

Section 2.6. Quorum. A quorum of the Managers and staff consists of a majority of the total number of Managers and officers specified in, or fixed in accordance with, these by-laws. Except as otherwise required by law or by the articles of Organization, if a quorum is present when a vote is taken, the affirmative vote of a majority of Managers and officers present at the meeting is the act of the Manager and its staff.

Section 2.7. Action by Managers Without a Meeting. Any action required or permitted to be taken at a Managers' meeting may be taken without a meeting. Any such action taken shall be effective when notice of the actions have been delivered to the Association, unless the consent specifies a later effective date.

Section 2.8. Telephone Meetings. Any Manager or staff may participate in a meeting of the Manager and staff by means of communication by which all persons participating in the meeting can hear each other during the meeting. A Manager or officer participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2.9. Vacancies. Any vacancy occurring on the Manager Office for any reason may be filled by the affirmative vote of a majority of the members. A Manager elected to fill a vacancy shall be elected for the unexpired term of the Manager's predecessor in office.

Section 2.10. Removal. The Manager may be removed, with or without cause, at a

special meeting of Members called for that purpose, by a vote of the majority of the shares then entitled to vote at an election of the Manager.

Section 2.11. Organization. Meetings of the Manager and staff shall be presided over by the Manager, or in the manager's absence by the next ranking officer. The secretary shall act as secretary of the meeting, but in the absence of the secretary, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

Section 2.12. Compensation. Pursuant to membership resolution, Managers, as such, may receive, such fees and other compensation for their services as managers, including without limitation, their services as members of committees of the Managers and staff.

Section 2.13. Presumption of Assent. A Manager of the Association who is present at a meeting at which action on any association matter is taken shall be presumed to have assented to the action taken unless: (1) the Manager objects at the beginning of the meeting, or promptly upon the Manager's arrival, to holding the meeting or transacting business at the meeting; (ii) such Manager's dissent or abstention from the action taken is entered in the minutes of the meeting, or (iii) the Manager delivers written notice of the Manager's dissent or abstention to the presiding officer of the meeting before the adjournment of the meeting or to the Association within a reasonable time after adjournment of the meeting. Such right to dissent shall not apply to a Manager who voted in favor of such action.

ARTICLE 3 COMMITTEES

Section 3.1. Appointment. The Managers, by resolution adopted by a majority of the members, may designate one or more of its officer staff to constitute an executive committee or any other committee. Each committee shall have one or more members, who serve at the pleasure of the Manager. The designation of such a committee and the delegation to it of authority shall not operate to relieve the Manager, or any member of it, of any responsibility imposed by law.

Section 3.2. Authority of Executive Committee. If the Managers appoint an executive committee, the executive committee shall have and may exercise all of the authority of the Manager when the Manager and staff officers are not in session, except as set forth in Section 3.3 herein.

Section 3.3. Limits on Authority of Committees. No committee, including the executive committee, may do any of the following:

A. Authorize or approve distributions;

- B. Approve or propose to Members action that are required by law to be approved by Members;
- C. Fill vacancies on the Manager or on any of its committees;
- D. Amend articles of Organization;
- E. Adopt, amend, or repeal bylaws;
- F. Approve a plan of merger not requiring Member approval;

Section 3.4. Tenure. Each member of a committee shall serve at the pleasure of the Managers.

Section 3.5. Meetings and Notice. Regular meetings of a committee may be held without notice at such times and places as the committee may fix from time to time by resolution. Special meetings of a committee may be called by any member of it upon not fewer than two days' notice stating the place, date, and hour of the meeting. Notice of special meetings shall be given in the same manner as is notice of special Manager meetings and as specified in Section 2.5 hereof. Any member of a committee may waive notice of any meeting, and no notice of any meeting need be given to any member of it who attends in person. The notice of a meeting of a committee need not state the business proposed to be transacted at the meeting. Any regular or special meeting may be by means of conference telephone or other device permitted under Section 2.8 of these bylaws.

Section 3.6. Quorum. A majority of the members of committee shall constitute a quorum for the transaction of business at any meeting of that committee, and action of the committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 3.7. Action Without a Meeting. Any action that may be taken by a committee at a meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all the committee members and delivered to the Association's principal place of business, to the Association's registered office, or to such other additional person or place as prescribed by the Manager or such committee. No written consent shall be effective to take the action set forth therein unless, within two (2) business days of the earliest dated consent delivered to the Association, all required written consents are delivered to the Association as provided above. A committee member may withdraw such consent only by delivering a written notice to the Association as provided above prior to the time when all consents have been delivered to the Association. Any such action

taken shall be effective when all consents have been delivered to the Association, unless the consent specifies a later effective date.

Section 3.8. Resignation and Removal. Any member of a committee may be removed at any time, with or without cause, by resolution adopted by the Manager. Any member of a committee may resign from the committee at any time by giving written notice to the manager or the secretary of the Association, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.9. Vacancies. Any vacancy in a committee may be filled by a resolution adopted by the Manager.

Section 3.10. Procedure. A committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these bylaws. A committee shall keep regular minutes of its proceedings, and report the same to the Managers for the board's information at the meeting thereof held next after the proceedings shall have occurred.

ARTICLE 4 OFFICERS

Section 4.1. Number. The Managers shall appoint a president and a secretary. The Managers, in their discretion may appoint a chief executive officer, a chief financial officer, one or more vice presidents, a treasurer, and such other officers and assistant officers as they shall from time to time deem proper. Any two or more offices may be held by the same person. The managers may choose not to fill any of the other officer positions for any period.

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Section 4.2. Appointment and Term of Office. The officers of the Association shall be appointed by the Managers at the first meeting of the Members. If the appointment of officers shall not be held at such meeting, such appointment shall be held as soon thereafter as conveniently may be. Each officer shall hold office until a successor shall have been duly appointed and qualified or until the officer's death or until the officer resigns or is removed in the manner hereinafter provided.

Section 4.3. Removal. Any officer or agent appointed by the Managers may be removed by the Managers at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Managers.

Section 4.5. Chief Executive Officer. Subject to the control of the Managers and such supervisory powers, if any, as may be given by the Managers to another person

or persons, the powers and duties of the chief executive officer shall be:

(i) To act as the general manager and, subject to the control of the Managers, to have general supervision, direction and control of the business and affairs of the Association;

(ii) To preside at all meetings of the Members and to preside at meetings of the Managers and staff;

(iii) To call meetings of the Members to be held at such times and, subject to the limitations prescribed by law or by these bylaws, at such places as the chief executive officer shall deem proper;

(iv) To see that all orders and resolutions of the Managers are carried into effect;

(v) To maintain records of and, whenever necessary, certify all proceedings of the Managers and the Members; and

(vi) To affix the signature of the Association to all deeds, conveyances, mortgages, guarantees, leases, obligations, bonds, certificates and other papers and instruments in writing which have been authorized by the Manager or which, in the judgment of the chief executive officer, should be executed on behalf of the Association; to sign certificates for the Association's shares; and, subject to the direction of the Manager, to have general charge of the property of the Association and to supervise and control all officers, agents and employees of the Association.

Section 4.6. Chief Financial Officer. Subject to the control of the Managers and such supervisory powers, if any, as may be given by the Managers to another person or persons, the powers and duties of the chief financial officer shall be:

(i) To keep accurate financial records for the Association;

(ii) To deposit all money, drafts and checks in the name of and to the credit of the Association in the banks and depositories designed by the Managers;

(iii) To endorse for deposit all notes, checks, drafts received by the Association as ordered by the Manager, making proper vouchers therefore;

(iv) To disburse corporate funds and issue checks and drafts in the name of the Association, as ordered by the Managers;

(v) To render to the chief executive officer and the Managers, whenever requested, an account of all transactions by the chief financial officer and the financial condition of the Association.

Section 4.8. President. Unless otherwise determined by the Manager, the president shall be the chief executive officer of the Association.

Section 4.9. Vice Presidents. In the absence of the president or in the event of the president's death, inability or refusal to act, the vice president (or in the event there shall be more than one vice president, the vice presidents in the order designated at the time of their appointment, or in the absence of any designation then in the order of their appointment) shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president; and shall perform such other duties as from time to time may be assigned to the vice president by the president or by the Managers.

Section 4.10. Secretary. The secretary shall: (a) prepare the minutes of the Members' and Managers' meetings and keep them in one or more books provided for that purpose; (b) authenticate such records of the Association as shall from time to time be required; (c) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (d) be custodian of the corporate records and of the corporate seal, if any, and see that the seal of the Association, if any, is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized; (e) keep a register of the post office address of each Member; (f) sign with the president, or a vice president, certificates for shares of the Association, the issuance of which shall have been authorized by resolution of the Manager; (g) have general charge of the stock transfer books of the Association; and (h) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the chief executive officer or the Manager.

Section 4.11. Treasurer. Unless otherwise determined by the Manager, the treasurer shall be the chief financial officer of the Association. If an officer other than the treasurer is designated as the chief financial officer, the treasurer shall perform such duties as may from time to time be assigned by the Managers.

Section 4.12. Delegation of Authority. The Managers may from time to time delegate the powers of any officer to any other officer or agent notwithstanding any provision hereof.

ARTICLE 5 OFFICES

The principal office and place of business of the SENIOR PATIENT ASSOCIATION is in the State of Texas and shall have such other offices within the State of Texas as the Managers may designate or the business of the Association may require from time to time.

ARTICLE 6
CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 6.1. Contracts. The Manager may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

A Manager or officer of the Association shall not be disqualified by the Manager's office from dealing or contracting with the Association either as a vendor, purchaser, or otherwise. The fact that any Manager or officer, or any firm of which any Manager or officer of the Association is a Member, officer or Manager, is in any way interested in any transaction of the Association shall not make such transaction void or voidable, or require such Manager or officer of the Association to account to the Association for any profits there from, provided that (a) the material facts of such transaction and the Manager's interest are disclosed to or known by the Managers or committee of the Managers at the time that the Manager or committee authorizes, ratifies, or approves the transaction; (b) the material facts of such transaction and the Manager's interest are disclosed to or known.

Section 6.2. Loans. No loans shall be made, or accepted, on behalf of the Association, and no evidences of indebtedness shall be issued in the Association's name, unless authorized by a resolution of the Managers. Such authority may be general or confined to specific instances.

Section 6.3. Checks. Drafts, Notes. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Managers.

Section 6.4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Managers may select.

Section 6.5. Voting Securities Held by the Association. The chief executive officer, or such other officer or agent designated by the Managers, shall have full power and authority on behalf of the Association to attend, act at, and vote at any meeting of security or interest holders of other Companies or entities in which the Association may hold securities or interests. At the meeting, the chief executive officer or other designated agent shall possess and exercise any and all rights and powers incident to the ownership of the securities or interest with the Association holds.

ARTICLE 7
CERTIFICATES OF MEMBERSHIP

Section 7.1. Certificates Representing Membership. Certificates representing membership shall be signed by, or in the name of, the Association by the president and secretary or their designees. Any or all signatures on any such certificate may be by a facsimile. Whenever the Association is authorized to issue more than one class of, the certificates representing such class shall set forth thereon the statements prescribed by the Texas Non-Profit Association Act. Any restrictions on class shall be noted conspicuously on the certificate representing such membership.

The Association may issue a new certificate representing membership in place of any certificate theretofore issued by the Association, alleged to have been lost, stolen, or destroyed.

Section 7.2. Restrictions on Transfer. Transfer of membership is prohibited.

ARTICLE 8
DISTRIBUTIONS

The Managers may from time to time declare, and the Association may pay, distributions on its outstanding membership interest in the manner and upon the terms and conditions provided by law and its articles of organization..

ARTICLE 9
WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or Manager of the Association under the provisions of these bylaws or under the provisions of the articles of organization, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 10
ACTIONS AGAINST OFFICERS AND MANAGERS

The Association shall indemnify to the fullest extent permitted by the Texas Non-Profit Association Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Association), by reason of the fact that the person is or was a Manager, officer or agent of the Association, or a fiduciary within the meaning of the Employee

Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Association, or serves or served at the request of the Association as a Manager or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, Association, partnership, joint venture, trust, or other enterprise.

ARTICLE 11 AMENDMENTS

Except as prescribed by law or by the articles of organization, and except as set forth in these presents to the contrary, any of these bylaws may be amended, altered or repealed and new bylaws adopted by a majority vote of the Members or Managers at any regular or special meeting. However, the Manager may not adopt, amend, or repeal a bylaw provision fixing the quorum for members meetings, prescribing procedures for removing members from participation or removing Manager or filling vacancies in the Managers, or fixing the number of Managers or their classifications, qualifications, or terms of office, but may adopt or amend a bylaw to increase the number of Managers.

ARTICLE 12 MISCELLANEOUS

Section 12.1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

Section 12.2. Seal. The Managers may provide for a corporate seal, which shall have the name of the Association inscribed thereon and shall otherwise be in such form as may be approved from time to time by the Managers.

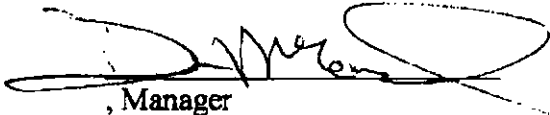
Section 12.3. Reliance Upon Books and Records. The Manager, or a member of any committee designated by the Manager shall, in the performance of his or her duties, be fully protected in relying in good faith upon the records of the Association and upon such information, opinions, reports or statements presented to the Association by any of the Association's officers, employees, agents, committee, or by any other person as to matters the member reasonably believes are within such other person's or persons' professional or expert competence and who has been selected with reasonable care by or on behalf of the Association.

Section 12.4. Articles of Organization In the event of any conflict between the provisions of the articles of organization and the bylaws, the provisions of the articles of organization shall govern.

Section 12.5. Severability. If any provision of these bylaws shall be held to be invalid, illegal, unenforceable, or in conflict with the articles of Organization, then such provision shall nonetheless be enforced to the maximum extent possible consistent with such holding and the remaining provisions of these bylaws (including without limitation, all portions of any section of these bylaws containing

any such provision held to be invalid, illegal, unenforceable, or in conflict with the articles of Organization, that are not themselves invalid, illegal, unenforceable, or in conflict with the articles of Organization shall remain in full force and effect.

I, Donald Harold McCormick, as manager of SENIOR PATIENT ASSOCIATION, hereby certify that the foregoing constitute the bylaws of this Association as adopted and in full force and effect on this 14 November 2005.



, Manager

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Minutes of the meeting of the Senior Patient Association held on

A special meeting was called on _____ for the purpose of election of a new managers of the association and for ratification of new benefit plans for the members of the association.

A quorum of the members was present and the meeting was called to order by the manager, Donald McCormick.

Donald purposed that an additional managers be elected,

- _____,'
- _____,'
- _____,'
- _____,'
- _____,'
- _____,'
- _____,'
- _____,'
- _____,'
- _____,'

and the proposal was accepted by the members unanimously.

Donald then proposed that the new managers be empowered to appoint officers for the administration of the association and to design benefit plans for the members and make these plans available to the members through the marketing and sales efforts of the Association. The proposal was accepted by the members unanimously.

O

There being no further business of the association the meeting was adjourned.

Donald McCormick
