

FILED
In the Office of the
Secretary of State of Texas
OCT 12 1987

ARTICLES OF INCORPORATION
OF

HISPANIC AIDS COMMITTEE FOR EDUCATION AND RESOURCES, INC. Clerk I-B
Corporations Section

We, the undersigned natural persons of the age of eighteen (18) years or more, all of whom are citizens of the State of Texas, acting as Incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such a corporation:

ARTICLE ONE

The name of the corporation is: HISPANIC AIDS COMMITTEE FOR EDUCATION AND RESOURCES (H.A.C.E.R.), INC.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

- (a) To determine community knowledge, attitudes, and needs, and then to provide accurate information about AIDS on an appropriate cultural and educational level in order to wipe out the myths about the disease which are prevalent in the Hispanic community.
- (b) To begin a comprehensive public information and education program, in both English and Spanish, to address the needs of the Hispanic Community in Texas.
- (c) To produce innovative posters, pamphlets, audio and video productions, and packets of materials to educate this segment of the population so that the spread of AIDS among them may be curtailed.
- (d) To distribute these materials to the public, businesses, organizations, and governmental agencies, and to serve as an information clearing house.

ARTICLE FIVE

- (a) The Corporation shall not be operated for profit.
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation or any private individual, except

that reasonable compensation may be paid for services rendered to or for the Corporation in the performance of its corporate purposes.

- (c) Upon dissolution of the Corporation any assets remaining after the payment of all debts, claims or obligations of this Corporation shall be distributed as the corporate member may determine to an organization(s) which qualify under the provision of Section 501 (c) (3) of the Internal Revenue Code as it now exists or may hereafter be amended.

ARTICLE SIX

The location of the registered office of this Corporation is 332 West Commerce, City of San Antonio, County of Bexar, 78285, State of Texas, and the registered agent at that office is Jesus M. Sanchez.

ARTICLE SEVEN

The member of this Corporation is and shall be those persons who are active, participating members of the Hispanic Aids Committee for Education and Resources.

ARTICLE EIGHT

The names and addresses of the incorporators are:

Jesus M. Sanchez	1125 W. Ridgewood, San Antonio, TX 78201
Maria Cruz	6634 Spring Hollow, San Antonio, TX 78249
Hector Gonzalez	8830 Dale Valley, San Antonio, TX 78227

ARTICLE NINE

The business and affairs of this Corporation shall be managed by a Board of Trustee.

The number of Trustees constituting the first Board of Trustees three. The names and addresses of such Trustees are:

Jesus M. Sanchez	1125 W. Ridgewood, San Antonio, TX 78201
Maria Cruz	6634 Spring Hollow, San Antonio, TX 78249
Hector Gonzalez	8830 Dale Valley, San Antonio, TX 78227

The tenure of the first Trustee is until the February 1988 meeting of the Members of the Corporation and until their successors are elected and qualified.

ARTICLE TEN

The Corporation shall indemnify the Member according to Indemnification and Insurance as set out in the By-Laws.

ARTICLE ELEVEN

The power to alter, amend or repeal these Articles of Incorporation shall be vested in the Member of the Corporation.

ARTICLE TWELVE

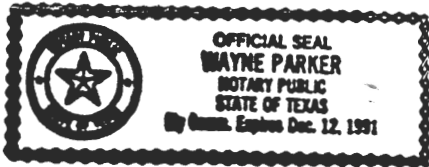
This Corporation shall have all the powers now and hereafter conferred upon it by the Statutes of the State of Texas, including, but not limited to, the power to acquire, hold, lease, encumber, convey or otherwise dispose of real or personal property by will or gift.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 7 day of October, 1986.

Jesse M. Sanchez
Jesse M. Sanchez

Maria Cruz
Maria Cruz

Hector Gonzalez
Hector Gonzalez



STATE OF TEXAS

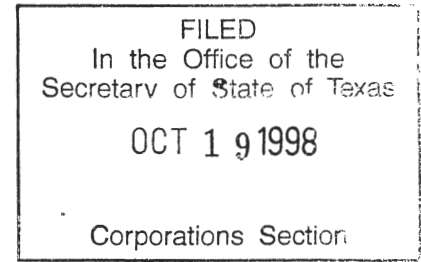
COUNTY OF BEXAR

I, Wayne Parker, the undersigned Notary Public for the State of Texas, do hereby certify that on this date, personally appeared before me Jesse M. Sanchez, Maria Cruz, and Hector Gonzalez, who each, being by me duly sworn, severally declared that they are the persons who signed the foregoing document as Incorporators, and that the statements herein contained are true.

IN WITNESS THEREOF, I have heretofore set my hand and seal on this 7th day of Oct, 1987.

Wayne Parker
Notary Public, Bexar County
State of Texas

Amendment
to the
Articles of Incorporation
of
the Hispanic AIDS Committee, Inc.



Charter Number:01064804-01

The Hispanic AIDS Committee, Inc., referred to herein as the "Corporation", a Texas non-profit corporation subject to the Texas Non-Profit Corporation Act, has adopted the following amendments to its Articles of Incorporation, originally filed on October 12, 1987, and amended on December 17, 1992, as stated in these Articles of Amendment.

Substance of the amendments: The legal name of the corporation is changed from Hispanic AIDS Committee to Hope Action Care; the purpose of the corporation are changed to broaden AIDS to include other health needs, and support services are defined; and the current operating address is updated.

ARTICLE ONE

The name of the Corporation is: Hope Action Care (HAC).

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

- a) To determine the health education needs of the community in South Texas, and to provide speakers and educators to address those needs;
- b) To develop educational materials to inform the community about health problems and to distribute these materials as widely as possible;
- c) To provide support services to disabled persons, low-income persons, homeless persons and their families to include: case management; counseling; food bank; medical screenings and attention; emergency assistance; legal assistance; substance abuse education and counseling; education and job rehabilitation; affordable housing, housing assistance, transitional housing, and emergency shelter; or any other need, not listed, but perceived as a community need by Hope Action Care.

ARTICLE SIX

The location of the registered office of this Corporation is 132 W. Grayson, City of San Antonio, County of Bexar, 78212, State of Texas, and the registered agent at that office is Jesus M. Sanchez.

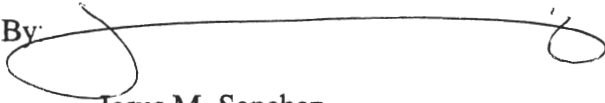
PROCEDURE OF ADOPTION OF AMENDMENT:

As provided in the By Laws of the Corporation, the entire control of the Corporation and its affairs and properties are vested in its Board of Directors. The amendment was adopted at a meeting of the board of directors held on Wednesday, September 23, 1998, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof. The Board of Directors, a quorum being present, voted unanimously to amend the Articles of Corporation.

I am an officer of the Corporation and I hereby execute these Articles of Amendment on behalf of the Corporation on this 28 Day of September, 1998.

Hope Action Care

By:



Jesus M. Sanchez
Chief Executive Officer