BYLAWS OF
WESTMINSTER CARES FUND

These Bylaws ("Bylaws") govern the affairs of the Westminster Cares Fund, a nonprofit corporation ("Corporation") organized under the Texas Non-Profit Corporation Act ("Act").

ARTICLE I
OFFICES

1.1 Principal Office. The principal office of the Corporation in the State of Texas shall be located at 4100 Jackson Ave., Austin, Texas 78731. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

1.2 Registered Office and Registered Agent. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Directors may designate and change the registered office and the registered agent as provided in the Act.

ARTICLE II
MEMBERS

2.1 Members. The Corporation shall have a single member, Westminster Manor, a Texas nonprofit corporation.

ARTICLE III
BOARD OF DIRECTORS

3.1 Management of the Corporation. The affairs of the Corporation shall be managed by the Board of Directors.

3.2 Number, Qualifications, and Tenure of Directors. The number of Directors shall be a number determined by the Board of Directors that is not less than three (3) and not greater than twelve (12). Each director shall serve for a term of three (3) years. The terms of the Directors shall be staggered so that the terms of one-third of the directors shall expire each year. To achieve staggered terms, the secretary of the Corporation shall assign each initial Director to a numbered group and shall make a chance selection between or among the numbered groups by selecting among numbered lots or by some other chance selection procedure.

3.3 Appointment of Directors. A person who meets the qualification requirements established by the Board of Directors or these Bylaws and who has been duly appointed may serve as a director. Directors shall be recommended by the Board of Directors of the Corporation and appointed by the Member. If the Member fails to appoint any individual recommended by the Board of Directors, the Board of Directors shall withdraw its recommendation and recommend another individual. The Member may remove a member of the Board of Directors for any reason whatsoever at any time.

3.4 Vacancies. Any vacancy occurring in the Board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

3.5 Meetings. The Board of Directors will hold meetings from time to time, but not less than once a year, at such times and places as the Board may designate. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's registered office in Texas if not otherwise specified in the Corporation's minutes. Written notice of the date, time and place of the annual meeting of the Board of Directors shall be delivered to each Director not less than ten (10) nor more than thirty (30) days before the date of such meeting.

3.6 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors and shall be held in the principal office of the Corporation unless a majority of the Board designates another location. The secretary shall give notice to the directors personally or by mail, electronic mail, or facsimile, which notice shall state the time, place and purpose of the meeting not les than five (5) nor more than ten (10) days before the date of the meeting.

3.7 Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

3.8 Duties of Directors. A director shall discharge the director's duties in good faith, with ordinary care, and in a manner the director reasonably believes to be in the best interest of the Corporation. In the discharge of any duty imposed or power conferred on a director, the director may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by one or more officers or employees of the Corporation, legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence. A director is not liable to the Corporation or any other person for any action taken or not taken as a director if the director acted in compliance with this Section.

3.9 Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

3.10 Proxies. A director may not vote by proxy.

3.11 Compensation. Directors shall not receive salaries for their services. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director shall be commensurate with the services performed and reasonable in amount.

ARTICLE IV
OFFICERS

4.1 Officer Positions. The officers of the Corporation shall be a president, a secretary, and a treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. If the offices of secretary and treasurer constitute one office, the duties thereof shall be the same as the duties described in these Bylaws for each respective office.

4.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

4.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors only with good cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer. Any Officer may be removed by the Member for any reason whatsoever and such removal shall be effective on the date directed by the Member.

4.4 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

4.5 President. The president shall be the principal and legal head of the Corporation. The president shall provide leadership and general supervision over all of the business and affairs of the Corporation. The president shall preside at all meetings of the Board of Directors. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed. However, the president may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the Bylaws, or statute. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president.

4.6 Treasurer. The treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the Corporation.

(b) Receive and give receipts for moneys due and payable to the Corporation from any source.

(c) Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors or chair.

(d) Direct the disbursements of funds to discharge obligations of the Corporation.

(e) Maintain the financial books and records of the Corporation.

(f) Prepare financial reports at least annually.

(g) Perform other duties as assigned by the chair or by the Board of Directors.

(h) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.

(i) Perform all of the duties incident to the office of treasurer.

4.7 Secretary. The secretary shall:

(a) Give all notices as provided in the Bylaws or as required by law.

(b) Take minutes of the meetings of the Board of Directors and keep the minutes as part of the corporate records.

(c) Maintain custody of the corporate records and of the seal of the Corporation.

(d) Affix the seal of the Corporation to all documents as authorized.

(e) Keep a register of the mailing address of each director, officer, and employee of the Corporation.

(f) Perform duties as assigned by the chair or by the Board of Directors.

(g) Perform all duties incident to the office of secretary.

ARTICLE V
COMMITTEES

5.1 Establishment of Committees. The Board of Directors may create committees on an ad hoc basis, but in no event shall any committee have the authority to:

(a) Amend the articles of incorporation.

(b) Adopt a plan of merger or a plan of consolidation with another corporation.

(c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.

(d) Authorize the voluntary dissolution of the Corporation.

(e) Revoke proceedings for the voluntary dissolution of the Corporation.

(f) Adopt a plan for the distribution of the assets of the Corporation.

(g) Amend, alter, or repeal the Bylaws.

(h) Elect, appoint, or remove a member of a committee or a director or officer of the Corporation.

(i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in Section 6.5, below.

(j) Take any action outside the scope of authority delegated to it by the Board of Directors.

(k) Take final action on a matter that requires the approval of the Board of Directors.

ARTICLE VI
TRANSACTIONS OF THE CORPORATION

6.1 Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

6.2 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

6.3 Withdrawal of Funds. The Board shall by resolution provide the method and manner of withdrawing funds from depository accounts.

6.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Certificate of Formation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

6.5 Potential Conflicts of Interest. The Corporation shall not make any loan to a director or officer of the Corporation. A director, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the Bylaws, articles of incorporation, conflict of interest policy, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a director, officer, committee member of the Corporation, or any other interested person as defined by the conflict of interest policy, unless the transaction is described fully in a legally binding instrument, is in the best interests of the Corporation, and complies with the Corporation's conflict of interest policy.

6.6 Prohibited Acts. As long as the Corporation is in existence no director, officer, or committee member of the Corporation shall:

(a) Do any act in violation of the Bylaws or a binding obligation of the Corporation.

(b) Do any act with the intention of harming the Corporation or any of its operations.

(c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.

(d) Receive an improper personal benefit from the operation of the Corporation.

(e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.

(f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.

(g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.

(h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

(i) Do any act which would threaten or jeopardize the Corporation's tax exempt status in any manner whatsoever.

(j) Do any act which has been expressly prohibited by the Member, or any act which requires the Member's approval, without having first obtained the approval of the Member.

ARTICLE VII
BOOKS AND RECORDS

7.1 Required Books and Records. The Corporation shall keep correct and complete books and records of account as appropriate for a non-profit corporation and under state, federal local law and regulation.

ARTICLE VIII
FISCAL YEAR

8.1 The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE IX
NOTICES

9.1 Delivery of Notice. Any notice required or permitted by the Bylaws to be given to a director, officer, or member of a committee of the Corporation may be given by delivery in person, by mail or facsimile transmission, or by electronic mail. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile. A person may change his or her address by giving written notice to the secretary of the Corporation.

9.2 Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Certification of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

9.3 Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE X
MISCELLANEOUS PROVISIONS

10.1 Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

10.2 Legal Construction. If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Corporation and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Board of Directors held on May, 20 25.

DATED: June, 20 25.

Secretary of the Corporation