



Office of the Secretary of State

CERTIFICATE OF FILING OF

Fundacion Teleton Mexamerica
800134786

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated 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.

Dated: 11/12/2009

Effective: 11/12/2009



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

FILED
In the Office of the
Secretary of State of Texas
NOV 12 2009

RESTATED CERTIFICATE OF FORMATION **Corporations Section**
FOR
FUNDACION TELETON MEXAMERICA

ARTICLE I.

Fundacion Teleton Mexamerica hereby adopts a Restated Certificate of Formation which accurately copy its Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Certificate of Formation as hereinafter set forth, and which contains no other change in any provision thereof.

ARTICLE II.

The Articles of Incorporation of the corporation are amended by the Restated Certificate of Formation as follows:

- A. Article 2 is amended in part to make minor changes in wording and to refer to the Texas Business Organizations Code.
- B. Article 4 is amended in part to clarify the purposes of the corporation.
- C. Article 8 is amended in part to make minor changes in wording.
- D. Article 10 is amended in part to set forth the names and addresses of the current members of the Board of Trustees.
- E. Article 11 is amended in part to make minor changes in wording.
- F. Article 12 is amended in part to make minor changes in wording.
- G. Article 13 is amended in part to make minor changes in wording.
- H. Article 16 is amended in part to make minor changes in wording.

- I. Article 17 is deleted in its entirety.

ARTICLE III.

Each amendment made by this Restated Certificate of Formation has been effected in conformity with the provisions of the Texas Business Organizations Code and such Restated Certificate of Formation and each such amendment were duly adopted by affirmative vote of all of the members of the corporation at a duly called and held meeting of the members held on October 5, 2009.

ARTICLE IV.

This Restated Certificate of Formation becomes effective when filed by the Secretary of State.

ARTICLE V.

The Articles of Incorporation of Fundacion Teleton Mexamerica, a Texas nonprofit corporation, and all amendments and supplements thereto are hereby superseded by the following Restated Certificate of Formation which accurately copies the entire text thereof, as amended as set forth above:

RESTATED CERTIFICATE OF FORMATION
OF
FUNDACION TELETON MEXAMERICA

ARTICLE 1

The name of the corporation (the "Corporation") is Fundacion Teleton Mexamerica.

ARTICLE 2

The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities that apply to nonprofit corporations under the Texas Business Organizations Code. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Code").

ARTICLE 3

The period of the Corporation's duration is perpetual.

ARTICLE 4

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code. Within the scope of the foregoing, the Corporation is organized and operated to support or benefit one or more foreign or domestic centers or organizations described in Sections 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986 and engaged in (i) providing rehabilitation, medical, educational

and psychological assistance and services to disabled, handicapped and/or underprivileged children (with a special focus and emphasis on centers or organizations providing such services to children in Latin America) or (ii) research, development, education and treatment in the area of pediatric cancer (hereinafter a "Medical and/or Educational Organization"). Pursuant to the foregoing, the Corporation is organized and operated to directly or indirectly:

1. Design, construct, install and operate medical care, rehabilitation, and diagnosis centers for the community in general, with special focus and emphasis on (i) poor and/or underprivileged children with physical, mental or any other handicaps or disabilities or (ii) research, development, education and treatment in the area of pediatric cancer;

2. Initiate, promote, develop, create, aid and carry out all kinds of events to promote social consciousness to help and attend underprivileged children in their education and/or with physical, mental or any other handicaps or disabilities and to promote social consciousness in the advancement of research, development, education and treatment in the area of pediatric cancer;

3. Provide medical and/or educational assistance, rehabilitation, and diagnosis services to the community in general, with special focus and emphasis on (i) poor and/or underprivileged children with physical, mental or any other handicaps or disabilities or (ii) research, development, education and treatment in the area of pediatric cancer;

4. Design, construct and operate schools, institutions and educational programs for the training and development of doctors, therapists, nurses, and personnel necessary for the attention, rehabilitation and diagnosis of the community in general with special focus and emphasis on (i) poor and/or underprivileged children with physical, mental or any other handicaps or disabilities or (ii) research, development, education and treatment in the area of pediatric cancer;

5. Promote the integration to society of poor and/or underprivileged children with physical, mental or any other handicaps or disabilities;

6. Achieve the acceptance into the community of the poor and/or underprivileged children with physical, mental or any other handicaps or disabilities; and

7. Carry out, promote, develop, create, and aid gatherings, conferences, seminars, meetings and congresses with individuals of recognized academic, technical, or scientific stature, regardless of nationality, to advance the purpose of the Medical and/or Educational Organization.

Also within the scope of the foregoing, the Corporation may solicit, receive, hold, invest and manage, as owner in fee simple or in trust, gifts, grants, contributions, and bequests for the benefit of organizations that promote the foregoing purposes, and may manage an endowment fund or funds for the benefit of organizations that promote such purposes. The Corporation's purposes shall be no broader than those set forth above in this Article 4. The Corporation shall not expend or disburse any funds for any purpose outside the United States unless: (i) the expenditure or disbursement is for a specific project that has been approved by the Corporation's Board of Trustees in its sole discretion as being consistent with the Corporation's purposes; and (ii) the disbursement or expenditure is conditioned on a written agreement with the recipient that the funds so disbursed or expended shall be used solely for the project so approved and that the recipient will provide the Corporation with a full accounting of the use of the funds to ensure that the funds were used in accordance with said agreement. The Board of Trustees may withdraw the approval of any previously approved gift, grant, or other form of financial assistance in the event the Board of Trustees determines that such gift, grant, or other form of financial assistance might not be used for the purposes of the Corporation and shall refuse to accept any contribution earmarked so that it must in all events be distributed to a particular person or organization.

Subject to the foregoing provisions, the Corporation shall conduct any or all of the foregoing activities for the support of organizations that promote the foregoing purposes, including without limitation, specific projects and programs of Fundación Teletón México, A.C., of Delegación Miguel Hidalgo, Distrito Federal, México ("Fundacion Teleton") (for so long as the Board of Trustees of the Corporation is in good faith satisfied that said institution would likely qualify as an organization described in Sections 501(c)(3), and 509(a)(1) or 509(a)(2) of the Internal Revenue Code and during only such periods of time that Fundacion Teleton conducts programs or activities satisfying the foregoing provisions), all as proposed, approved and accounted for in accordance with the preceding provisions. The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions.

ARTICLE 5

Fundación Teletón México, A.C., of Delegación Miguel Hidalgo, Distrito Federal, México, shall be the sole initial member of the Corporation.

ARTICLE 6

No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes.

ARTICLE 7

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as permitted by Section 501(h) of the Code), and the Corporation shall not participate or intervene in (including the

publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 8

Notwithstanding any other provision of this Certificate of Formation, if this Corporation shall be, or shall be deemed to be, a private foundation as described in Section 509(a) of the Code, then (a) the Corporation shall make distributions in each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and (b) the Corporation is expressly prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code and from making any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE 9

In the event the Corporation is dissolved, the members shall, after all liabilities and obligations of the Corporation are paid or provision is made therefore, adopt a plan for the distribution of the remaining assets of the Corporation to or for the benefit of an organization or organizations with substantially similar (but no broader) purposes as selected by the members, which are organized and operated exclusively for charitable purposes, and which are or would be considered exempt from federal income tax under Section 501(c)(3) of the Code and are not private foundations. Any of such assets not so disposed of shall be disposed of by the Probate Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes. No trustee or officer of the Corporation and no private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

ARTICLE 10

The Board of Trustees of the Corporation shall be the governing body of the Corporation. The members of the Corporation shall elect the Board of Trustees. The number of trustees shall be determined in the manner provided in the Bylaws of the Corporation, but in no event shall there be less than three (3) trustees, and in no event shall fifty percent (50%) or more of the trustees constitute disqualified persons as defined in Section 4946 of the Internal Revenue Code of 1986 with respect to the Corporation. The number of trustees constituting the present Board of Trustees is three (3) and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Pedro Fernando Landeros Verdugo	Copérnico No. 51, Colonia Anzures, Delegación Miguel Hidalgo, Distrito Federal, México.
Federica Soriano de Teresa	Copérnico No. 51, Colonia Anzures, Delegación Miguel Hidalgo, Distrito Federal, México.
Joe A. Rudberg	1722 Routh Street, Suite 1500 Dallas, TX 75201

ARTICLE 11

The Board of Trustees shall adopt the initial Bylaws of the Corporation. Thereafter, the power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be reserved exclusively to the Board of Trustees. The amendment or restatement of the Certificate of Formation must be approved and adopted by the Corporation's members.

ARTICLE 12

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (whether civil, criminal, administrative or investigative) because the person (i) is or was a trustee or officer of the Corporation or (ii) while a trustee 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, to the fullest extent that a corporation may grant indemnification to a director under Texas law. Such right shall be a contract right 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 Texas law.

ARTICLE 13

A trustee of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for any act or omission in such trustee's capacity as a trustee, except that this Article does not authorize the elimination or limitation of the liability of a trustee to the extent the trustee is found liable for: (i) a breach of the trustee's duty of loyalty to the Corporation; (ii) an act or omission not in good faith that constitutes a breach of duty of the trustee to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the trustee received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the trustee's office; or (iv) an act or omission for which the liability of a trustee is expressly provided by an applicable statute. The foregoing elimination of liability to the Corporation and its members shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a

trustee may be entitled under any other provision of the Certificate of Formation or Bylaws of the Corporation, contract or agreement, vote of trustees, principle of law or otherwise. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a trustee of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a trustee of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, the liability of a trustee shall be eliminated to the full extent permitted by any amendment to Texas law hereafter enacted that further eliminates or permits the elimination of the liability of a trustee.

ARTICLE 14

Any action required or permitted to be taken at any meeting of members, trustees or committee members may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number of members, trustees or committee members, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by members, trustees or a committee without a meeting by less than unanimous written consent shall be given to those members, trustees or committee members who did not consent in writing to the action.

ARTICLE 15

In the exercise of their discretion and the performance of their duties as trustees of the Corporation, the trustees of the Corporation shall owe a fiduciary duty of loyalty strictly to the Corporation, notwithstanding their appointment as trustees by the members of the Corporation.

ARTICLE 16

The registered office of the Corporation is 350 N. St. Paul Street, Suite 2900, Dallas, Texas 75201, and the name of the registered agent at such address is CT Corporation.

IN WITNESS WHEREOF, this Restated Certificate of Formation has been executed on this 5th day of October, 2009, by the undersigned officer, thereunto duly authorized.

By: Joe A. Rudberg X
Name: Joe A. Rudberg
Title: Asst. Secretary