

**CAUSE NO. 067-342045-23**

**DISCALCED CARMELITE NUNS, INC. DBA § IN THE DISTRICT COURT OF**  
**MONASTERY OF THE MOST HOLY §**  
**TRINITY, REVEREND MOTHER SUPERIOR §**  
**TERESA AGNES GERLACH AND SISTER §**  
**FRANCIS THERESE §**

*Plaintiffs,*

vs.

**BISHOP MICHAEL OLSON AND THE §**  
**CATHOLIC DIOCESE OF FORT WORTH §**

*Defendants.*

**TARRANT COUNTY, TEXAS**

**67<sup>th</sup> JUDICIAL DISTRICT**

**PLAINTIFFS' FIRST AMENDED APPLICATION FOR TEMPORARY RESTRAINING ORDER,**  
**REQUEST FOR TEMPORARY INJUNCTION, PERMANENT INJUNCTION AND DECLARATORY**  
**JUDGMENT**

TO THE HONORABLE JUDGE OF SAID COURT:

NOW COMES, DISCALCED CARMELITE NUNS, INC. DBA MONASTERY OF THE MOST HOLY TRINITY REVEREND MOTHER SUPERIOR TERESA AGNES GERLACH AND SISTER FRANCIS THERESE (hereinafter "Plaintiffs") and for cause of action would show the Court as follows:

**I.**

**STATEMENT PURSUANT TO TRCP 47 AND DISCOVERY LEVEL**

1. The damages sought are within the jurisdictional limits of the Court and the Plaintiffs seek monetary relief of \$1,000,000 or more, including damages of any kind, penalties, costs, expenses, pre-judgment interest and attorney's fees.

2. The Plaintiffs intend to conduct the discovery in accordance with Texas Rule of Civil Procedure 190 and will conduct the discovery as a Level 3 case.

**II.**  
**PARTIES**

3. Plaintiff Discalced Carmelite Nuns, Inc. dba Monastery of the Most Holy Trinity, is a Texas nonprofit corporation with its principal place of business at 5801 Mt. Carmel Drive, Arlington, Texas 76017.

4. Plaintiff Reverend Mother Superior Teresa Agnes Gerlach is an individual residing in Tarrant County Texas.

5. Plaintiff Sister Francis Therese is an individual residing in Tarrant County Texas.

6. Defendant Michael Olson is an individual residing in Tarrant County and is represented by counsel.

7. Defendant Catholic Diocese of Fort Worth is a Texas nonprofit corporation and is represented by counsel.

**III.**  
**JURISDICTION AND VENUE**

8. Jurisdiction is proper in this Court in that Plaintiffs have suffered losses and damages that are within the jurisdictional limit of this Court.

9. Venue of this suit is proper in Tarrant County by virtue that the events giving rise to these causes of action occurred in Tarrant County, Texas.

**IV.**  
**FACTS**

**Texas Corporation and Tarrant County Residences**

10. Discalced Carmelite Nuns, Inc. dba Monastery of the Most Holy Trinity, Inc. is a Texas non-profit corporation.<sup>1</sup> Reverend Mother Superior Teresa Agnes Gerlach (“Reverend Mother”) and Sister Francis Therese are officers and directors of the corporation.<sup>2</sup>

**The Nuns of the Monastery of the Most Holy Trinity**

11. The Plaintiffs are an Order of Carmelite Nuns that has existed since 1562 and have been in Tarrant County since 1958.<sup>3</sup> They currently reside in a Monastery<sup>4</sup> in Arlington Texas on a seventy-two acre, quiet, wooded, secluded location.<sup>5</sup>

12. The Monastery is its own autonomous religious institution comprised of the Reverend Mother, 7 sisters and 2 novices (nuns in training).<sup>6</sup> The Reverend Mother has been the Superintendent/Administrator/Prioress<sup>7</sup> of the Monastery for over two years and has been a member of the Monastery for almost 25 years.<sup>8</sup> They live full time at the Monastery and have open to the faithful a daily morning Mass attended by on average 50 souls and a Sunday Mass that averages over 60 faithful.<sup>9</sup>

13. The Sisters are a cloistered Order of women dedicated to a life of contemplative prayer.<sup>10</sup> They attend Mass every morning and then gather seven times each day to chant the

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<sup>1</sup> See Affidavit of Mother Teresa Agnes of Jesus Crucified, OCD nee Lisa Marie Gerlach attached hereto as Exhibit 1 and Exhibit A attached thereto.

<sup>2</sup> Id.

<sup>3</sup> Id.

<sup>4</sup> While it is called a Monastery there are no men on the premises only Carmelite nuns who reside and worship at the location.

<sup>5</sup> Id.

<sup>6</sup> Id.

<sup>7</sup> Id. These terms are used interchangeably but for purposes of this Petition it means she is the person in charge of the Order and the Monastery.

<sup>8</sup> Id.

<sup>9</sup> Id.

<sup>10</sup> Id.

Liturgy of the Hours, the official prayer of the Church, consisting of psalms and readings from Scripture.<sup>11</sup> The rest of their day is focused on contemplative prayer, the silent loving person to person relationship with Jesus Christ, a living prayer for the benefit of others.<sup>12</sup> Their life is modeled on the life of Mary of Nazareth, a quiet hidden worshipful service of God.<sup>13</sup> This dedicated life is spent within the “cloister”, known as a Papal Enclosure, and once the Sisters enter this area, they rarely leave the Monastery unless to seek medical care.<sup>14</sup>

14. In addition to prayer, their daily life consists of manual labor, cooking, cleaning, working the grounds of the Monastery and performing other acts of labor.<sup>15</sup> They pray together, take their meals together and work together.<sup>16</sup>

#### **Defendants Invade the Privacy of the Plaintiff sand Take Their Personal Property**

15. Defendant Bishop Olson, out of the blue, with just 30 minutes’ notice, informed the Plaintiffs that he was coming to visit the Monastery on April 24, 2023.<sup>17</sup>

16. Upon arrival he summarily demanded that the Reverend Mother turn over her computer, iPad, and cellular phone, to him personally. These items are the property of the Monastery.

17. Later that day one of the Sisters went to purchase a new phone which was placed on the Plaintiffs’ account.<sup>18</sup> Defendants have now accessed the Plaintiff’s phone account and are performing surveillance (spying) on the Sisters. How else would Defendants know the number of the new phone and that texts were being sent out. Some of these communications have been with legal counsel, which violates every privilege there is, not to mention an egregious violation

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<sup>11</sup> Id.

<sup>12</sup> Id.

<sup>13</sup> Id.

<sup>14</sup> Id.

<sup>15</sup> Id.

<sup>16</sup> Id.

<sup>17</sup> Id.

<sup>18</sup> Id.

of one's privacy. There is no scenario, absent the Patriot Act, where a party should be able to access an individual's personal cell phone account and track communications. Defendants also seem to be aware of all communications of all phones on the Plaintiffs' account thus violating every Sisters privacy.

18. Plaintiffs have demanded the return of their property and Defendants have refused.

19. Since the Defendants have taken the Plaintiff's technology the Monastery no longer can pay bills or operate financially because all of that information was located on the technology.<sup>19</sup> Anytime they try to access their online accounts a verification text is sent to the iPhone to gain access and of course they do not have the phone.<sup>20</sup>

**V.**  
**CAUSES OF ACTION**

**DECLARATORY JUDGMENT**

20. Plaintiffs hereby incorporate the preceding paragraphs by reference.

21. Plaintiffs seeks a declaration from the Court that:

- (1) Defendants do not have the authority to seize the property of the Plaintiffs;
- (2) Defendants do not have the authority to access the private technology or any corporate, personal or online accounts of the Plaintiffs; and,
- (3) Defendants have no ownership of any of the assets of the Plaintiffs.

22. Plaintiffs are entitled to their attorneys' fees and costs of Court under Texas Civil Practice and Remedies Code.

**INTRUSION ON SECLUSION – INVASION OF PRIVACY**

23. Defendants intentionally intruded on Plaintiffs' solitude and seclusion.

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<sup>19</sup>Id.

<sup>20</sup> Id.

24. The intrusion would be highly offensive to a reasonable person.
25. The Plaintiffs suffered injury because of the defendant's intrusion.

### **CONVERSION**

26. The Plaintiffs owned, possessed, and had the right to immediate possession of property.
27. The property was personal property.
28. The Defendants wrongfully exercised dominion and control over the property.
29. The Plaintiffs suffered injury due to same.

### **VI. APPLICATION FOR TEMPORARY RESTRAINING ORDER**

30. Plaintiffs' application for temporary restraining order is authorized by Texas Civil Practice and Remedies Code §65.011(3) and (5). Plaintiffs are entitled to a writ of injunction under the principles of equity and the statutes of this state relating to injunctions and irreparable injury is threatened, irrespective of any remedy of law.

31. In this regard, Plaintiffs ask the Court to restrain Defendants and their agents and/or representatives from: (1) holding possession of the property, including but not limited to the cell phone, laptop and iPad belonging to the Plaintiffs; (2) having any type of contact with Plaintiffs and/or the Sisters except through counsel; (3) preventing in any way or taking any action to prevent Plaintiffs and/or the Sisters from using phones and/or technology; (4) preventing the Plaintiffs and/or the Sisters from purchasing what they need for the Monastery; (5) preventing Sister Francis Therese Sharp from using a phone or other communication device; (6) accessing any of the Plaintiffs' technology and/or communication devices for surveillance or spying purposes or any other purpose; and, (7) to return any and all copies of any information the Defendants have taken off of any of the technology they seized from the Plaintiffs.

32. For the sake of brevity, the Plaintiffs refers the Court to the “Facts” section above. The Plaintiffs have no other remedy than to seek injunctive relief from this Court to stop Defendants from the above actions.

33. If Plaintiff’s application is not granted, irreparable harm, which is currently ongoing, will continue.

34. The harm that will result if the temporary restraining order is not issued is irreparable because: (1) the physical and emotional well-being of the Reverend Mother and the Sisters; (2) the ongoing invasion of privacy; and, (3) the inability to pay bills and operate the Monastery. The resulting damages from Defendants actions are not easily measured nor are they presently ascertainable. If Defendants are not restrained, the result would be emotionally, physically, and spiritually catastrophic to Plaintiffs. As a result – Plaintiffs has no adequate remedy at law.

35. Plaintiffs are willing to post a minimal bond.

**VII.**  
**REQUEST FOR TEMPORARY INJUNCTION**

36. Plaintiffs ask the Court to hear the Request for Temporary Injunction and after the hearing, issue a temporary injunction against the Defendants.

37. Plaintiffs have joined all indispensable parties under Texas Rule of Civil Procedure 39.

**VIII.**  
**REQUEST FOR PERMANENT INJUNCTION**

38. Plaintiffs ask the Court to set this request for a permanent injunction for a full trial on the merits, and, after trial, issue a permanent injunction against the Defendants for the same relief.

**IX.**  
**ATTORNEYS' FEES**

39. Plaintiffs are entitled to recover reasonable and necessary attorneys' fees under §37.009 of the Texas Civil Practice and Remedies Code.

**X.**  
**CONDITIONS PRECEDENT**

40. All conditions precedent to Plaintiff's claim for relief have been performed or have occurred.

**XI.**  
**PRAYER**

WHEREFORE, Plaintiffs respectfully requests:

41. A temporary restraining order be issued restraining Defendants and their agents and/or representatives from: (1) holding possession of the property, including but not limited to the cell phone, laptop and iPad belonging to the Plaintiffs; (2) having any type of contact with Plaintiffs and/or the Sisters except through counsel; (3) preventing in any way or taking any action to prevent Plaintiffs and/or the Sisters from using phones and/or technology; (4) preventing the Plaintiffs and/or the Sisters from purchasing what they need for the Monastery; (5) preventing Sister Francis Therese Sharp from using a phone or other communication device; (6) accessing any of the Plaintiffs' technology and/or communication devices for surveillance or spying purposes or any other purpose; and, (7) to return any and all copies of any information the Defendants have taken off of any of the technology they seized from the Plaintiffs.

42. Declaratory Judgment that:

- a. Defendants do not have the authority to seize the property of the Plaintiffs;
- b. Defendants do not have the authority to access the private technology or any corporate, personal or online accounts of the Plaintiffs; and,
- c. Defendants have no ownership of any of the assets of the Plaintiffs.



- 43. Temporary injunction;
- 44. Permanent injunction;
- 45. Actual damages;
- 46. Prejudgment and post-judgment interest;
- 47. Court costs;
- 48. Attorneys' fees; and,
- 49. All other relief to which Plaintiffs are entitled.

Respectfully submitted,

**LAW OFFICE OF MATTHEW BOBO PLLC**

By: /s/ Matthew W. Bobo

**Matthew W. Bobo**

State Bar No. 24006860

**Katy Hart**

State Bar No. 24049983

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**ATTORNEY FOR PLAINTIFFS**

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing was sent via electronic service on this 10<sup>th</sup> day of May 2023 to all counsel of record.

/s/ Matthew W. Bobo

Matthew W. Bobo

CAUSE NO.

DISCALCED CARMELITE NUNS, INC. DBA §  
MONASTERY OF THE MOST HOLY §  
TRINITY, REVEREND MOTHER SUPERIOR §  
TERESA AGNES GERLACH AND SISTER §  
FRANCIS THERESE §

*Plaintiffs,*

vs.

BISHOP MICHAEL OLSON AND THE §  
CATHOLIC DIOCESE OF FORT WORTH §

*Defendants.*

IN THE DISTRICT COURT OF

TARRANT COUNTY, TEXAS

\_\_\_\_\_ JUDICIAL DISTRICT

AFFIDAVIT OF REVEREND MOTHER TERESA AGNES OF JESUS CRUCIFIED,

O.C.D BORN LISA MARIE GERLACH

STATE OF TEXAS

COUNTY OF TARRANT

§  
§  
§

BEFORE ME, the undersigned authority, on this day appeared Reverend Mother Teresa Agnes of Jesus Crucified, O.C.D. born Lisa Marie Gerlach, who is personally known to me, and first being duly sworn according to law upon her oath, deposed and stated:

1. "My name is Reverend Mother Teresa Agnes of Jesus Crucified, O.C.D. born Lisa Marie Gerlach. I am over 18 years of age, and I am fully competent to make this Affidavit. I am a resident of Tarrant County, Texas. I have never been convicted of a felony or a crime of moral turpitude. I am competent in all respects to make this Affidavit. All statements herein are true and correct and within my personal knowledge."
2. "I am the Reverend Mother Superior of the Plaintiff. The Plaintiff is a Texas non-profit corporation formed under the laws of the State of Texas. Sister Francis Therese and I are directors and officers of the corporation.<sup>1</sup> We are an autonomous religious institution.

<sup>1</sup> See the Articles of Incorporation, Restated Articles of Incorporation, By Laws and Public Information

**EXHIBIT A**

I am also referred to as Prioress, Administrator and/or Superintendent. The Plaintiff is an Order of Carmelite Nuns that has existed since 1562 and has been in Tarrant County since 1958. We currently reside in a Monastery in Arlington Texas on a 72-acre, quiet, wooded, secluded location. There are no men who live at the Monastery.”

3. “The Monastery is comprised of myself, 7 Sisters and 2 Novices (Nuns in training). I have been the Reverend Mother Superior/Superintendent/Administrator/Prioress of the Plaintiff for over two years and have been part of the Monastery almost 25 years. We live full time at the Monastery, with a daily morning Mass attended by on average 50 souls, and a Sunday Mass that averages over 60 faithful.”
4. “We are a cloistered Order of women dedicated to a life of contemplative prayer. We attend Mass every morning and then gather seven times each day to chant the Liturgy of the Hours, the official prayer of the Church, consisting of psalms and readings from Scripture. The rest of our day is focused on contemplative prayer, the silent loving person to person relationship with Jesus Christ, a living prayer for the benefit of others. Our lives are modeled on the life of Mary of Nazareth, a quiet hidden worshipful service of God. This dedicated life is spent within the “cloister”, known as a Papal Enclosure, and once the Sisters enter this area, they rarely leave except to seek medical care.”
5. “In addition to prayer, our daily life consists of manual labor, cooking, cleaning, working the grounds of the Monastery and performing other acts of labor. We pray together, take our meals together and work together.”
6. “We are the Discalced Nuns of the Order of the Most Blessed Virgin Mary of Mount Carmel, a contemplative order of pontifical right established in the late 16<sup>th</sup> Century. “Pontifical Right” is the term given to the juridical personality created by the Holy See, also known as the Vatican. The institutions of pontifical right depend immediately and exclusively on the Pope regarding matters of internal governance and discipline. We are

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Report attached hereto as Exhibit 1.

not and have never been under the control of the Bishop of the local Diocese: we answer directly to the Pope. The Rule and Constitutions of the Discalced Nuns of the Order of the Most Blessed Virgin Mary of Mount Carmel, Chapter XIX titled Juridical Status of the Monasteries Erection and Suppression of the Same, section 133 states: “As regards their juridical condition, our monasteries, preserving spiritual unity with the entire Order have no other major superior above the Prioress, except the Holy See.” Section 135 states “The Church acknowledges for these monasteries a just autonomy of life and above all governance, so that they enjoy their own discipline and preserve their own doctrinal, spiritual and liturgical patrimony.””

7. “The rules governing female autonomous monasteries were changed in 2018 by the Congregation for Institutes of Consecrated Life and Societies of Apostolic Life (the department of the Vatican governing nuns) which on 1 April 2018 issued an instruction entitled “*Cor Orans*” which establishes the only criteria for a local bishop to interfere in our Monastery. None of those criteria exist in the present matter. Most recently, 11 February 2022, Pope Francis, through an act of papal legislation entitled “*Competentias Quasdam Decernere*”, directly took away from diocesan bishops any possible power of the bishop to dismiss any nun from her monastery (cf. Art. 7, modifying the text of canon 699, § 2 of the *Code of Canon Law*). As a consequence, the diocesan bishop no longer can do anything unto the dismissal of a nun from a Monastery.”
8. “I am in extremely poor physical health, I have a peripherally inserted central catheter (“PICC”) line, feeding tube and require an intravenous (“IV”) drip 10 hours a day. Sister Francis Therese has been at the Monastery for 46 years and is my full-time primary caregiver who provides me with medical attention.”
9. “On April 24, 2023, Bishop Olson notified me that he was coming for a visit with only 30 minutes notice. Bishop Olson, Reverend Monsignor E. James Hart, Chancellor, Sandra Schrader-Farry. I was stunned when Bishop Olson for all intents and purposes forced

himself onto our peaceful community. This was the first time I had heard of this. I had been given no prior canonical warning or notice prior of this meeting.”

10. “During the interrogation Sandra allowed an unnamed male forensic technology person into the Monastery.”
11. “Stunningly, Bishop Olson demanded that Sandra and the unnamed forensic technology male be given entry into the Papal Enclosure and demanded I surrender my personal cell phone, iPad and laptop computer. I felt I did not have a choice to refuse and they forced me to take them to my private room, inside the Papal Enclosure. I was in complete shock and stunned.”
12. “The Bishop then spent two hours interrogating Sister Francis Therese.”
13. “They demanded that that they be allowed to come back the next day and interrogate other Sisters. Again, I did not feel I had a choice but to acquiesce. They questioned four of the Sisters for several hours. I had a surgical procedure on April 25, 2023 and was put under general anesthesia, intubated and given fentanyl and other pain medication. While returning to the Monastery I was told the Bishop wanted to interrogate me as soon as I returned. Although I was in significant pain, under the influence of medications and feeling very weak I felt compelled to immediately acquiesce and was subjected to more interrogation. The Bishop knew I had just come back from the hospital and had a surgical procedure.”
14. “Later that day we obtained legal representation.”
15. “On April 26, 2023, Bishop Olson, Reverend Monsignor E. James Hart, Chancellor, Sandra Schrader-Farry came back to interview the remaining Sisters. Based upon advice from our counsel we advised the Bishop that we would make the remaining Sisters available for questioning after they had informed the Sisters about the purpose, object, and scope of any intended questioning. The Bishop threw a temper tantrum, and in an agitated and raised voice yelled that the Monastery was shut down, no Mass would be celebrated, he then slammed the door and left the Monastery, traumatizing the Sisters.”

16. "On April 26, 2023, I was taken to the emergency room with a high fever and extreme stress."
17. "Later that day we sent the Bishop a fax and informed him we would make the Sisters available for questions once they had followed the proper procedure and we told the Bishop we had retained canonical counsel. The Bishop sent us a letter rejecting our choice of counsel and appointed another counsel we do not know."
18. "Later that same day the Bishop sent me notice that because of our "refusal" to allow them to interview the remaining Sisters we had obstructed justice and could face penalties, interdiction on the Monastery and dismissal from the Order. Later that day one of the Sisters went to purchase a new phone and we purchased the phone on our account."
19. "The next day April 27, 2023 the Bishop sent us a letter and advised us that he knew about the phone purchase, the phone number and knew someone had been texting with the phone. We never gave anyone permission to access our account or be able to look at our phones or perform any type of surveillance on us. The Bishop also told us that he would not allow priests to come and perform Mass at the Monastery for our parishioners. We have never had an issue with having a priest come to perform Mass and take confession as they have always been readily available and willing to do so."
20. "The next day we received notice that the Bishop was preventing Sister Francis Therese from having any communication with me directly or indirectly even though she is my primary caregiver. The Bishop also threatened her with penalties and investigation."
21. "The Bishop has suspended myself and Sister Francis Therese from exercising administrative activity on behalf of the corporation and installed a non-director and officer in our stead."
22. "Further, all the Monastery's bills and business are located on my personal technology that was taken by the Defendants. We have no way of making payments as when we try to access our online accounts, a verification text is sent to my iPhone, which we no longer

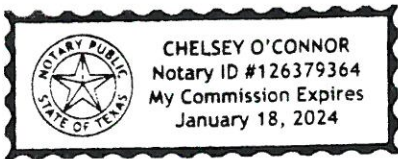
possess. Thus, we are unable to operate our Monastery in terms of paying bills and conducting business because we do not have possession of the technology.”

23. “The level of emotional trauma and infliction of psychological distress this whole episode has caused me personally and the Sisters is incomprehensible. We have never faced such moral violence and adversity. These actions are directly affecting my emotional and physical well-being as well as the that of our Sisters.”

24. “I pray they be stopped.”

*Reverend Mother Teresa Agnes of Jesus Crucified, O.C.D.*  
Reverend Mother Teresa Agnes of Jesus Crucified, O.C.D.  
born Lisa Marie Gerlach

SWORN TO AND SUBSCRIBED BEFORE ME by Reverend Mother Teresa Agnes of Jesus Crucified, O.C.D. born Lisa Marie Gerlach on this the 3rd day of May 2023.



*Chelsey O'Connor*  
\_\_\_\_\_  
Notary Public in and for the State of Texas

Commission Expires:

*Jan. 18, 2024*  
\_\_\_\_\_

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FILED  
In the Office of the  
Secretary of State of Texas

NOV 10 1986

Clerk II-I  
Corporations Section

RESTATED ARTICLES OF INCORPORATION  
OF  
DISCALCED CARMELITE NUNS  
OF FORT WORTH, TEXAS, INC.

ARTICLE ONE

Discalced Carmelite Nuns of Fort Worth, Texas, Inc., pursuant to the provisions of Article 4.06 of the Texas Non-Profit Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

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

1. Article 1 is amended to change the name of the corporation to "Discalced Carmelite Nuns."

2. Article 2 is amended to state only that the corporation is a non-profit corporation.

3. Article 3 is amended to state only the period of the corporation's duration, which formerly appeared in Article 4.

4. Article 4 is amended to state the purposes for which the corporation is formed, which formerly appeared in Article 2, and to delete the period of the corporation's duration.

5. Article 5 is amended to state only the current address of the registered office of the corporation and the name of its current registered agent.

6. Article 6 is amended to provide that the corporation will be managed by a board of directors composed of five persons or such other number (not less than 3) as may be fixed in the bylaws. The names and addresses of the current directors are given. The provisions concerning directors formerly appeared in Article 5.

7. A new Article 7 is added which states that the membership of the corporation will be determined as provided in the bylaws. The provisions concerning members formerly appeared in Article 6.



8. A new Article 8 is added to provide that the initial bylaws of the corporation will be adopted by its board of directors, and that the power to amend or repeal the bylaws or adopt new bylaws will be vested in its members and may be delegated to the board of directors by the members.

9. A new Article 9 is added which provides that the directors shall not do anything which would cause the corporation to lose its tax-exempt status under the Internal Revenue Code and pledges the corporation's assets for use in the performance of its religious functions.

10. A new Article 10 is added which provides for the disposition of the corporation's assets upon its dissolution or the winding up of its affairs.

ARTICLE THREE

Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such Restated Articles of Incorporation were duly adopted in the following manner:

The Restated Articles of incorporation as so amended were adopted by consent in writing by all members entitled to vote with respect thereto.

ARTICLE FOUR

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

Article 1

The name of the corporation is Discalced Carmelite Nuns.

Article 2

The corporation is a non-profit corporation.

Article 3

The period of the corporation's duration is perpetual.

Article 4

The corporation is organized and shall be operated for the purpose of engaging in religious worship and promoting the spiritual development and well-being of individuals, within

the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions hereafter in effect, and, in furtherance of such purpose, to house a religious order of women of the Roman Catholic Church, formed and carried on for the purpose of living lives of prayer and self-denial, praying to God for the salvation of souls and the extension of His Kingdom on this earth, and promoting peace among individuals. The corporation shall be operated exclusively for such purpose in a manner which is consistent with the precepts of the Roman Catholic Church, and no part of its net earnings shall inure to the benefit of any private individual. No substantial part of the corporation's activities shall be carrying on propaganda or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Article 5

The street address of the registered office of the corporation is 5801 Mt. Carmel Drive, Arlington, Texas 76017, and the name of its registered agent at such address is Mother Anne Teresa Kulinski.

Article 6

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons (not less than three) as may be fixed by the bylaws. Until changed by the bylaws, the number of directors shall be five. The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the corporation. The names and residences of the persons who shall serve as directors of the corporation until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Mother Anne Teresa Kulinski, O.C.D.	5801 Mt. Carmel Drive Arlington, Texas 76017
Sr. Maria Brinkley, O.C.D.	5801 Mt. Carmel Drive Arlington, Texas 76017
Sr. Dorothy Roeser, O.C.D.	5801 Mt. Carmel Drive Arlington, Texas 76017
Sr. Mary Carolyne Neveldine, O.C.D.	5801 Mt. Carmel Drive Arlington, Texas 76017

Sr. Angela Emenhiser, O.C.D.

5801 Mt. Carmel Drive  
Arlington, Texas 76017

Article 7

The corporation shall have members. The membership of the corporation shall be determined as provided in the bylaws, and such bylaws shall define the voting rights, powers and privileges of the members.

Article 8

The initial bylaws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the members, but such power may be delegated by the members to the Board of Directors.

Article 9

The Directors shall not engage, participate or intervene in any activity or transaction which would result in the loss by the corporation of its status as an exempt organization under the provisions of the Internal Revenue Code of 1954 or corresponding provisions hereafter in effect; and the use, directly or indirectly, of any part of the corporation's assets in any such activity or transaction is hereby expressly prohibited. The assets of the corporation shall be used solely in the performance of the corporation's religious functions.

Article 10

In the event of the dissolution of the corporation or the winding up of its affairs when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but shall be transferred and set over unto an organization selected by the Board of Directors of the corporation which adheres to the precepts of the Roman Catholic Church, and is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions hereafter in effect, and which is engaged in activities substantially similar to those of the corporation carried out in furtherance of the purposes specified in Article 4, and, if none be then in existence, then such funds or property or rights thereto shall be transferred to an organization or organizations which are so exempt from federal income taxation as may be selected by the Board of Directors of the corporation.

00055301050

Dated: November 4, 1986.

DISCALCED CARMELITE NUNS OF  
FORT WORTH, TEXAS, INC.

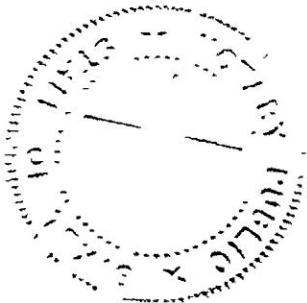
By: Mother Anne Teresa Kulinski, O.C.D.  
Its President

and: Sister Marie Brinkley, O.M.  
Its Secretary

STATE OF TEXAS §  
COUNTY OF ~~TARRANT~~ DALLAS §

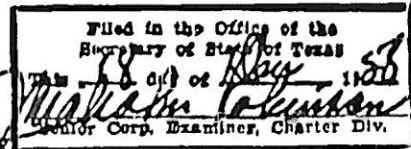
BEFORE ME, a notary public, on this day personally appeared Mother Anne Teresa Kulinski, O.C.D., known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN under my hand and seal of office this 4th day of November, 1986.



Howard J. Moore  
Notary Public, State of Texas  
Howard J. Moore  
My Commission Expires:

October 16, 1988



THE STATE OF TEXAS  
COUNTY OF TARRANT

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, Mary Ahern, known in religion as Sister Mary Magdalene of Jesus Crucified, O.C.D., Margaret Ahern, known in religion as Sister Margaret Mary of the Blessed Sacrament, O.C.D., and Delores Emenhiser, known in religion as Sister Angela of the Cross, O.C.D., all adult citizens of Texas, under and by virtue of the laws of this State, do hereby voluntarily associate ourselves together for the purpose of forming a private corporation under such laws, upon the following terms and conditions:

1.

The name of the corporation shall be Discalced Carmelite Nuns of Fort Worth, Texas, Inc.

2.

The purpose for which this corporation is formed is mainly religious, as provided in Section 105 of Article 1302 of the Revised Civil Statutes of Texas, 1925, and, in connection therewith, to house a religious order of women of the Roman Catholic Church, formed and carried on for the purpose of living lives of prayer and self-denial, and praying to God for the salvation of souls and the extension of His Kingdom on this earth; to promote peace and well-being among individuals, as well as among nations. Further, for the making of vestments, church linens, and other handiwork for the services of the church in its religious exercises. Further purposes for which the corporation is formed are to acquire such property, real and personal, as may be necessary for carrying out the general purposes above declared;

The corporation shall be non profit-sharing and shall be operated in such manner that no part of the income or property of the corporation shall enure directly or indirectly to the benefit of any member, director or officer, other than as above set out. All funds of the corporation shall be used exclusively for the purposes above stated and for no other.

3.

The location of this corporation shall be in the City of Fort Worth, Tarrant County, Texas, and elsewhere within or without the State of Texas in accordance with the laws of said State, and its principal place of business is to be at 1600 Sunset Terrace, in Fort Worth, Tarrant County, Texas.

4.

The term for which this corporation shall exist is fifty years.

5.

The number of directors shall be as provided in the by-laws of the corporation, but until other provision is made therefor shall be four in number, and the names and residences of those who are appointed for the first year are as follows:

Mary Ahern, known in religion as  
Sister Mary Magdalene of Jesus  
Crucified, O.C.D. Fort Worth, Texas

Margaret Ahern, known in religion as Sister Margaret Mary  
of the Blessed Sacrament, O.C.D. Fort Worth, Texas

Delores Emenhiser, known in religion as Sister Angela of the  
Cross, O.C.D. Fort Worth, Texas

Carolyn Neveldine, known in religion as Sister John of the  
Fort Worth, Texas

shall have all voting rights and privileges and the right to elect all directors. The members of the corporation shall include the undersigned incorporators, as well as all persons who are now chapter members of the Discalced Carmelite Nuns of Fort Worth, Texas, as well as any other persons who may later become chapter members of the Religious Order of Discalced Carmelite Nuns of Fort Worth, Texas, Inc. The membership of any person shall terminate upon her death or resignation or removal from the Order, or upon failure of any such member to meet the other qualifications for membership set forth in said by-laws, and any person whose membership has terminated shall have no further interest or right to participate in the business or affairs of the corporation.

IN TESTIMONY WHEREOF we hereunto sign our names this the 16<sup>th</sup> day of December, 1958.

Mary Ahern  
Mary Ahern, known in religion as Sister Mary Magdalene of Jesus Crucified, O.C.D.

Margaret Ahern  
Margaret Ahern, known in religion as Sister Margaret Mary of the Blessed Sacrament, O.C.D.

Delores Emenhiser  
Delores Emenhiser, known in religion as Sister Angela of the Cross, O.C.D.

THE STATE OF TEXAS

COUNTY OF TARRANT

BEFORE ME, the undersigned authority, on this day personally appeared Mary Ahern, known in religion as Sister Mary Magdalene of Jesus Crucified, O.C.D., Margaret Ahern, known in religion as Sister Margaret Mary of the Blessed Sacrament, O.C.D., and Delores

**BYLAWS  
OF  
DISCALCED CARMELITE NUNS**

**ARTICLE ONE**

**NAME, PURPOSES AND OFFICES**

Section 1.1. Name. The name of this corporation is Discalced Carmelite Nuns (herein called the Corporation).

Section 1.2. Purposes. The Corporation is organized and will be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code") or the corresponding provisions or provision of any subsequent United States revenue law. Specifically, the Corporation is organized to engage in religious worship and promoting the spiritual development and well-being of individuals within the meaning of the code, or corresponding provisions hereafter in effect, and, in furtherance of such purpose, to house a religious order of women of the Roman Catholic Church, formed and carried on for the purpose of living lives of prayer and self-denial, praying to God for the salvation of souls and the extension of His Kingdom on this earth, and promoting peace among individuals. The corporation shall be operated exclusively for such purpose in a manner which is consistent with the precepts of the Roman Catholic Church, and no part of its net earnings shall inure to the benefit of any private individual. No substantial part of the corporation's activities shall be carrying on propaganda or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 1.3. Offices. The Corporation may have, in addition to its registered office, offices at such other places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

**ARTICLE TWO**

**MEMBERS**

Section 2.1. Members. The Members of the Corporation shall consist of each of the sisters of the religious order owned by the Corporation.

Section 2.2 Place of Meeting. Meetings of the Member shall be held at such places, within or without the State of Texas, as may from time to time be fixed by the Board of Directors.

Section 2.3. Meetings. No meeting of the Member of the Corporation shall be required, but may be called by the Board of Directors from time to time upon not less than ten (10) days written notice.



Section 2.4. Quorum and Manner of Acting. At all meetings of the Member, the presence of two-thirds (2/3rds) of the Members shall be required to constitute a quorum. A Member may vote in person or by proxy executed in writing by the Member. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law.

### ARTICLE THREE

#### BOARD OF DIRECTORS

Section 3.1. General Powers; Delegation. The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute or by the Articles of Incorporation or by these Bylaws.

Section 3.2. Number and Qualifications. The Board of Directors shall initially consist of five (5) directors, but may be increased or decreased (but not below three) from time to time by resolution of the Board or by action of the Member electing fewer or additional directors.

Section 3.3. Term of Office. The directors shall serve for a term of one (1) year and any such director may be reelected to such directorship for succeeding terms, there being no limit on the number of terms a director shall serve.

Section 3.4. Filling of Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification, removal from office of any directors or as the result of an increase in the number of directors shall be filled by the majority of the Members. Any director elected or appointed to fill a vacancy shall hold office until the end of the original term of office or until his resignation, retirement, disqualification or removal from office.

Section 3.5. Removal. Any director may be removed, either for or without cause at any time by the Member.

Section 3.6. Place of Meeting. Meetings of the Board of Directors shall be held at such places, within or without the State of Texas, as may from time to time be fixed by the Board of Directors.

Section 3.7. Annual Meetings. An annual meeting of the Board of Directors, commencing with the year 2006, shall be held once a year, at a date to be determined, at which they shall elect officers, and transact any and all other business as may properly come before the meeting. Written or printed notice stating the place, day and hour of each annual meeting of the Board of Directors shall be delivered not less than two (2) or more than fifty (50) days before the date of such

meeting, either personally or by mail, by or at the direction of the President or Secretary, to each director entitled to vote at such meeting.

Section 3.8 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated to all directors. Except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws, any business may be transacted at any regular meeting.

Section 3.9 Special Meetings. Special meetings of the Board of Directors may be called by the President on one week notice, either personally, by mail, by telecopy or by e-mail. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) or more directors. Except as may be otherwise expressly provided by statute or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.10. Quorum and Manner of Acting. At all meetings of the Board of Directors the presence of a majority of the number of directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. Directors present by proxy may not be counted toward a quorum. The act of a majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, by the Articles of Incorporation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting any business may be transacted which might have been transacted at the meeting as originally convened.

Section 3.11. Director's Compensation. No director shall receive compensation for his or her services as a director or as a member of a standing or special committee of the Board. Nothing herein contained shall be construed or preclude any director from receiving reimbursement for expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors or any such committee.

## ARTICLE FOUR

### NOTICES

Section 4.1. Manner of Giving Notice. Whenever, under the provisions of the statute or of the Articles of Incorporation or by these Bylaws, notice is required to be given to any director or

member of the Corporation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, by any such notice may be given in writing by mail, postage prepaid, electronic mail or facsimile transmission, in any such case, addressed to such director or Members at their address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid.

Section 4.2. Waiver of Notice. Whenever any notice is required to be given to any director or Member of the Corporation under the provisions of the statute or of the Articles of Incorporation or of these Bylaws, 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 FIVE

### COMMITTEES OF THE BOARD

The Board of Directors may, by resolution adopted by affirmative vote of a majority of the number of directors fixed by these Bylaws, designate two or more directors (with such alternates, if any, as may be deemed desirable) to constitute a committee or committees for any purpose; provided, that any such committee or committees shall have and may exercise only the power of recommending action to the Board of Directors and of carrying out and implementing any instructions or any policies, plans and programs theretofore approved, authorized and adopted by the Board of Directors.

## ARTICLE SIX

### OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

Section 6.1. Elected Officers. The elected officers of the Corporation shall include a President and a Secretary. The elected officers may also include a Chief Operating Officer, one or more Vice Presidents, as may be determined from time to time by the Board (and in the case of each such Vice President, with such descriptive title, if any, as the Board shall deem appropriate), and a Treasurer.

Section 6.2. Election. So far as is practicable, all elected officers shall be elected by the Board of Directors at each annual meeting thereof.

Section 6.3. Appointive Officers. The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board.

Section 6.4. Two or More Offices. Any two (2) or more offices may be held by the same person, except that the President and Secretary shall not be the same person.

Section 6.5. Term of Office; Removal; Filling of Vacancies. Each elected officer of the Corporation shall hold office for one year or until his earlier death, resignation, retirement, disqualification or removal from office. Any officer or agent may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. Any officer may be reelected to such office for succeeding terms.

Section 6.6. President. The President shall be the chief executive officer of the Corporation and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors. He/she shall have general authority to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal thereto; to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. In the absence or disability of the President, his/her duties shall be performed and his powers may be exercised by the Vice Presidents in the order of their seniority, if any, or the Secretary, if not, unless otherwise determined by the President or the Board of Directors. In the event a Chief Operating Officer is appointed by the Board of Directors, he/she shall have all duties of the President of the Corporation with respect to operations of the Corporation and shall be responsible generally for all day-to-day operations of the Corporation.

Section 6.7. Vice Presidents. If a Vice President is elected, he/she shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the President or the Board of Directors.

Section 6.8. Secretary. The Secretary shall see that notice is given of all annual and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. He/she shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. He/she shall generally perform all duties usually appertaining to the office of secretary of a corporation. In the absence or disability of the Secretary, his/her duties shall be performed and his/her powers may be exercised by the Assistant Secretaries in the order of their seniority, unless otherwise determined by the Secretary, the President or the Board of Directors.

Section 6.9. Assistant Secretaries. Each Assistant Secretary shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him/her by the Secretary, the President, or the Board of Directors.

Section 6.10. Treasurer. If a Treasurer is elected, the Treasurer shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Corporation and its various departments; shall have supervision of the books of accounts of the Corporation, their arrangements and classifications; shall supervise the account and auditing practices of the Corporation and shall have charge of all matters relating to taxation. The Treasurer shall have the care and custody of all monies, funds and securities of the Corporation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms of credit granted by the Corporation; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Corporation. He/she shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Corporation, and to give proper receipts or discharges for all payments to the Corporation. The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, his/her duties shall be performed and his/her powers may be exercised by the Assistant Treasurers in the order of their seniority, unless otherwise determined by the Treasurer, the President or the Board of Directors.

Section 6.11. Assistant Treasurer. Each Assistant Treasurer shall generally assist the Treasurer and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him/her by the Treasurer, the President or Board of Directors.

Section 6.12. Additional Powers and Duties. In addition to the foregoing especially enumerated duties, services and powers, the several elected and appointed officers of the Corporation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned to him/her by any competent superior officer.

## ARTICLE SEVEN

### MISCELLANEOUS

Section 7.1. Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers. The Corporation may pay compensation in a reasonable amount to its officers for services rendered and may reimburse its directors as provided in Section 11 of Article Three hereof.

Section 7.2. Loans to Officers and Directors Prohibited. No loans shall be made by the Corporation to its officers and directors, and any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 7.3. Signature on Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officer, officers, agent or agents, and in such manner, as are permitted by these Bylaws and as from time to time may be prescribed by resolution (whether general or special) of the Board of Directors.

Section 7.4. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 7.5. Private Foundation Rules. It is intended that the Corporation be a private foundation as that term is described in Section 509 of the Code and therefore the provisions of Article 1396-2.27 of the Texas Non-Profit Corporation Act shall apply to the Corporation until such time as it ceases to be a private foundation. The Corporation shall comply in all respects with Article 1396-2.27 of such Act.

## ARTICLE EIGHT

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify its directors against reasonable expenses incurred by them in connection with a proceeding in which any of them are named defendant or respondent because they are or were such a director, if they have been wholly successful, on the merits or otherwise, in the defense of the proceeding, unless such indemnification is limited by the Articles of Incorporation. The Corporation shall also indemnify a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director against any judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding if it is determined, in the manner described below, that the person (i) conducted himself in good faith, (ii) reasonably believed, in the case of conduct in his official capacity as a director of the Corporation, that his conduct was in the Corporation's best interests, and in all other cases, that his conduct was at least not opposed to the Corporation's best interests, and (iii) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful; provided that if the proceeding was brought by or on behalf of the Corporation, the indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding; and provided further that a director may not be indemnified for obligations resulting from a proceeding (i) in which such director is found liable on the basis that he improperly received personal benefit, whether or not the benefit resulted from an action taken in such director's official capacity, or (ii) in which the director is found liable to the Corporation. Determinations that a person has satisfied the prescribed conduct and belief standards must be made (i) by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the

proceeding, (ii) if such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors designated to act in the matter by a majority vote of all directors and consisting solely of two (2) or more directors who at the time of the vote are not named defendants or respondents in the proceeding, or (iii) by special legal counsel selected by the Board of Directors or a committee of the Board by vote as set forth in clause (i) or (ii) of this sentence, or, if the quorum described in clause (i) cannot be obtained and the committee described in clause (ii) cannot be established, by a majority vote of all directors. A determination as to reasonableness of expenses shall be made in the same manner as the determination that the person has satisfied the prescribed conduct and belief standards, except that if the determination that the person has satisfied the prescribed conduct and belief standards is made by special legal counsel, the determination as to reasonableness of expenses shall be made by the Board of Directors or a committee of the Board by vote as set forth in clause (i) or (ii) of the immediately preceding sentence or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors. The termination of a proceeding by judgment, order, settlement or conviction, or on a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements for indemnification set forth above. Notwithstanding any other provision of these Bylaws, the Corporation shall pay or reimburse expenses incurred by a director in connection with his appearance as a witness or other participation in a proceeding at a time when he is not a named defendant or respondent in the proceeding.

## ARTICLE NINE

### SPECIAL PROCEDURES CONCERNING MEETINGS

Section 9.1. Meeting by Telephone. The Members, Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference call procedures in which all persons participating in the meeting can hear and speak to each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

Section 9.2. Decision Without Meeting. Any decision required or permitted to be made at a meeting of the Members or Board of Directors may be made if a written consent to such decision is signed by all of the persons entitled to vote on the matter or an affirmative email is received from the person entitled to vote on the matter. The original signed consents or emails shall be placed in the Corporation minute book and kept with the Corporation's records. Emails shall be sent to the Secretary of the Corporation.

Section 9.3. Voting by Proxy. A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting.

## ARTICLE TEN

### AMENDMENTS

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted at any time by majority vote of the Members. The Members shall notify the Board of Directors of any such amendment.

## ARTICLE ELEVEN

### COMPENSATION AND CONFLICTS OF INTEREST

Section 11.1. Compensation. Except as may be specifically provided from time-to-time by resolution of the Board of Directors, no director, officer, or any other person or persons as may be designated from time to time in guidelines adopted by the Board of Directors (hereinafter an "interested person") shall receive any salary, fee, payment, honorarium or other compensation or thing of value of any kind from the Corporation or other party as compensation for such interested person's service to the Corporation.

Section 11.2 Conflicts of Interest. No individual or interested person shall engage in any course of action which may result in an actual or potential conflict of interest with the Corporation or the Foundation or take any position publicly as a representative of the Corporation, which position has not been approved by the Corporation. Any known or reasonably foreseeable actual or potential conflict of interest shall be disclosed in writing as soon as possible to the Board of Directors by the individual or interested person whose interests are or may appear to be in conflict with the Corporation or the Foundation. Such disclosure shall fairly advise the Board of Directors of all aspects of the matter that may be relevant to the conflict or potential conflict. The interested person shall not be present or participate in any deliberation or decision regarding any matter as to which the conflict or potential conflict may pertain, and the minutes of all relevant meetings shall so reflect. The provisions of this Article Eleven shall be presented to all interested persons serving the Corporation or seeking to serve the Corporation. The Board shall require a conflict of interest disclosure statement of all interested persons serving the Corporation in accordance with guidelines to be adopted by such Board.

Section 11.3 Failure to Comply. The failure of an individual or interested person to comply with this Article Eleven and any guidelines adopted by the Board of Directors pursuant hereto shall be cause for the Corporation to remove such interested person from his or her position with the Corporation or to remove their name from consideration for such a position if they are not yet serving.



723208.1

**SECRETARY CERTIFICATE**

The undersigned Secretary of the Corporation hereby certifies that the foregoing Bylaws were adopted by the Board of Directors of the Corporation at its organizational meeting.

\_\_\_\_\_  
Secretary

**Form 802**  
**(Revised 08/12)**

Submit in duplicate to:  
 Secretary of State  
 Reports Unit  
 P.O. Box 12028  
 Austin, TX 78711-2028  
 Phone: (512) 475-2705  
 FAX: (512) 463-1423  
 Dial: 7-1-1 for Relay Services  
 Filing Fee: See Instructions



**Periodic Report  
 of a  
 Nonprofit Corporation**

This space reserved for filing office use.

**FILED**  
 In the Office of the  
 Secretary of State of Texas  
**MAY 13 2019**  
**Corporations Section**

**File Number:** 15146401

1. The name of the corporation is: *(A name change requires an amendment; see Instructions)*  
 Discalced Carmelite Nuns

**RECEIVED**

2. It is incorporated under the laws of: *(Set forth state or foreign country)*

Texas

**MAY 13 2019**

3. The name of the registered agent is:

Secretary of

A. The registered agent is a corporation (cannot be entity named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is:

Anne Teresa

Kulinski

*First Name*

*MI*

*Last Name*

*Suffix*

4. The registered office address, which is identical to the business address of the registered agent in Texas, is:  
*(Only use street or building address; see Instructions)*

5801 Mt. Carmel Drive

Arlington

TX

76017

*Street Address*

*City*

*State*

*Zip Code*

5. If the corporation is a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is:

*Street or Mailing Address*

*City*

*State Zip Code*

*Country*

6. The names and addresses of all directors of the corporation are: *(A minimum of three directors is required.)*  
*(If additional space is needed, include the information as an attachment to this form for item 6.)*

Anne	H	Kulinski (Mother Anne Teresa)			
<i>First Name</i>	<i>MI</i>	<i>Last Name</i>		<i>Suffix</i>	
5801 Mt. Carmel Drive		Arlington	TX	76017	USA
<i>Street or Mailing Address</i>		<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

AnneMarie		McCulloh (Sister Joseph Marie)			
<i>First Name</i>	<i>MI</i>	<i>Last Name</i>		<i>Suffix</i>	
5801 Mt. Carmel Drive		Arlington	TX	76017	USA
<i>Street or Mailing Address</i>		<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

Janet	M	Sharp (Sister Francis Therese)			
<i>First Name</i>	<i>MI</i>	<i>Last Name</i>		<i>Suffix</i>	
5801 Mt. Carmel Drive		Arlington	TX	76017	USA
<i>Street or Mailing Address</i>		<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

7. The names, addresses, and titles of all officers of the corporation are: (The offices of president and secretary must be filled, but both may not be held by the same officer.)

*(If additional space is needed, include the information as an attachment to this form for Item 7.)*

Anne	H	Kulinski				<b>Officer Title</b>
<i>First Name</i>	<i>MI</i>	<i>Last Name</i>			<i>Suffix</i>	<b>President</b>
5801 Mt. Carmel Drive		Arlington		TX	76017	USA
<i>Street or Mailing Address</i>		<i>City</i>		<i>State</i>	<i>Zip Code</i>	<i>Country</i>

Lisa	M	Gerlach				<b>Officer Title</b>
<i>First Name</i>	<i>MI</i>	<i>Last Name</i>			<i>Suffix</i>	<b>Secretary</b>
5801 Mt. Carmel Drive		Arlington		TX	76017	USA
<i>Street or Mailing Address</i>		<i>City</i>		<i>State</i>	<i>Zip Code</i>	<i>Country</i>

Lisa	M	Gerlach				<b>Officer Title</b>
<i>First Name</i>	<i>MI</i>	<i>Last Name</i>			<i>Suffix</i>	<b>Treasurer</b>
5801 Mt. Carmel Drive		Arlington		TX	76017	USA
<i>Street or Mailing Address</i>		<i>City</i>		<i>State</i>	<i>Zip Code</i>	<i>Country</i>

**Execution:**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: March 7, 2019

Mother Ann Teresa, O.C.P.  
Signature of authorized officer

Attachment to Form 802 (Periodic Report – Nonprofit Corporation)

Item 6. The name and addresses of all directors of the corporation are: (CONTINUED)

Lisa M Gerlach (Sister Teresa Agnes)  
5801 Mt. Carmel Drive  
Arlington, TX 76017 USA

Item 7. The names, addresses and titles of all officers of the corporation are:  
(CONTINUED)

Janet M. Sharp – Vice President  
5801 Mt. Carmel Drive  
Arlington, TX 76017 USA

AnneMarie McCulloh – Vice President  
5801 Mt. Carmel Drive  
Arlington, TX 76017 USA

### Automated Certificate of eService

This automated certificate of service was created by the eFiling system. The filer served this document via email generated by the eFiling system on the date and to the persons listed below. The rules governing certificates of service have not changed. Filers must still provide a certificate of service that complies with all applicable rules.

Chelsey O'Connor on behalf of Matthew Bobo  
Bar No. 24006860  
chelsey@mwblawyer.com  
Envelope ID: 75483684  
Filing Code Description: Amended Filing  
Filing Description: Plaintiffs' Amended Petition  
Status as of 5/10/2023 9:54 AM CST

Associated Case Party: THEDISCALCED CARMELITE NUNS INC

Name	BarNumber	Email	TimestampSubmitted	Status
Chelsey O'Connor		chelsey@mwblawyer.com	5/10/2023 9:00:25 AM	SENT
Katy Hart		katy@mwblawyer.com	5/10/2023 9:00:25 AM	SENT
Matthew Bobo		mbobo@mwblawyer.com	5/10/2023 9:00:25 AM	SENT

Associated Case Party: THECATHOLIC DIOCESE OF FORT WORTH

Name	BarNumber	Email	TimestampSubmitted	Status
W. ChaseMedling		chase.medling@kellyhart.com	5/10/2023 9:00:25 AM	SENT