



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION OF

SEGUIN ECONOMIC DEVELOPMENT CORPORATION
01329650-01


The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above corporation, duly signed pursuant to the provisions of the Development Corporation Act of 1979, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation and attaches hereto a copy of the Articles of Incorporation.

Dated: September 29, 1994



RR


Secretary of State

FILED
In the Office of the
Secretary of State of Texas

SEP 29 1994

Corporations Section

ARTICLES OF INCORPORATION

OF

**SEGUIN ECONOMIC DEVELOPMENT CORPORATION,
A NONPROFIT CORPORATION**

SEGUIN, TEXAS

THE STATE OF TEXAS §
 §
COUNTY OF GUADALUPE §

WE, THE UNDERSIGNED natural persons, not less than three (3) in number, each of whom is at least eighteen (18) years of age, and each of whom is a qualified elector of the City of Seguin, Texas (which is a duly established City under the Texas Constitution), acting as incorporators of a public instrumentality and nonprofit economic development corporation (the "Corporation") under the Development Corporation Act of 1979, Tex. Rev. Civ. Stat. Ann. Art. 5190.6, with the approval of the governing body of the City of Seguin, Texas (the "City"), as evidenced by the Resolution attached hereto and made a part hereof for all purposes, do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is the Seguin Economic Development Corporation.

ARTICLE II

Nonprofit Corporation

The Corporation is a nonprofit corporation specifically governed by Section 4A of the Development Corporation Act of 1979, Tex. Rev. Civ. Stat. Ann. Art. 5190.6.

ARTICLE III

Duration

The period of duration of the Corporation is perpetual.

ARTICLE IV

Purpose

The Corporation is organized exclusively for the purposes of benefiting and accomplishing public purposes of the City of Seguin, Texas, by promoting, encouraging, and enhancing the creation of jobs in Seguin through projects which assist in retention of existing local business and industry and which attract new businesses and industries and aid in their development and growth in accordance with these Articles of Incorporation and the Development Corporation Act of 1979, Texas Revised Civil Statutes Annotated Article 5190.6, as amended.

The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of Texas to nonprofit corporations by the Texas Non-Profit Corporation Act, Tex. Rev. Civ. Stat. Ann. Art. 1396-1.01, et. seq., and the additional powers as provided in Art. 5190.6, including the issuance of bonds. If any conflict should arise between these statutes regarding the Corporation's powers, Art. 5190.6 shall control and govern the Corporation.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is City Hall, 205 N. River, Seguin, Texas, and the name of the initial registered agent at such address is James L. Gandy.

ARTICLE VI

Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors constituting the initial Board of Directors of the Corporation is five (5). The names and addresses of the initial directors, and the dates of expiration of their initial terms as directors, are as follows:

	<u>Director and Address</u>	<u>Term Expires</u>
1.	Eugene Brawner 1437 Mockingbird Seguin, Texas 78155	09-20-95
2.	Carlotta Del Vecchio 1322 Canary Seguin, Texas 78155	09-20-96
3.	Louis Q. Reyes, III 1614 Blanca Street Seguin, Texas 78155	09-20-97
4.	Joe Bruns 711 E. Nolte Seguin, Texas 78155	09-20-97
5.	Clarence Little 1215 Zunker Seguin, Texas 78155	09-20-96

The initial terms of office for the directors shall be as designated by the City Council of the City of Seguin, with two (2) directors to have three (3) year terms, two (2) directors to have two (2) year terms, and one (1) director to have a one (1) year term. No member of the Board shall serve more than two (2) consecutive full terms.

The City Council shall appoint the directors of the Corporation. The number of directors shall be five (5). Each director shall meet at least one of the following qualifications:

- (a) serve, or have served, as Chief Executive Officer of a company; or
- (b) serve, or have served, in a position of executive management of a company; or
- (c) serve, or have served, in a professional capacity; or
- (d) have experience equivalent to any of the above qualifications.

After the initial terms of office, directors shall serve for three (3) years. Any vacancy occurring shall be filled by the City Council.

Each of the initial directors shall reside within the City of Seguin. Each director, including the initial directors, shall be eligible for reappointment. Directors are removable by the governing body of the City, for cause or at will. The directors shall serve as such without compensation except that they shall be reimbursed for their reasonable actual expenses incurred in the performance of their duties as directors.

ARTICLE VII

Membership/Stock

The Corporation has no members and is a non-stock corporation.

ARTICLE VIII

Amendments

These Articles of Incorporation may, at any time and from time to time, be amended as provided in the Development Corporation Act of 1979 so as to make any changes therein and add any provisions thereto which might have been included in the Articles of Incorporation in the first instance. Any such amendment shall be effected in either of the following manners: (i) the members of the Board of Directors of the Corporation shall file with the governing body of the City a written application requesting approval of the amendments to the Articles of Incorporation, specifying in such application the amendments proposed to be made, such governing body shall consider such application, and if it shall, by appropriate resolution, duly find and determine that it is advisable that the proposed amendments be made and shall approve the form of the proposed amendments, then the Board of Directors of the Corporation may amend the Articles of Incorporation by adopting such amendments at a meeting of the Board of Directors and delivering articles of amendment to the Secretary of State; or (ii) the governing body of the City may, at its sole discretion, and at any time, amend these Articles of Incorporation, and alter or change the structure, organization, programs, or activities of the Corporation, or terminate or dissolve the Corporation (subject to the provisions of the Development Corporation Act of 1979, and subject to any limitation provided by the constitutions and laws of the State of Texas and the United States of America on the impairment of contracts entered into by the Corporation) by written resolution adopting the amendments to the Articles of Incorporation of the Corporation or articles of dissolution at a meeting of the governing body of the City and delivering articles of amendment or dissolution to the Secretary of State, as provided in the Development Corporation Act of 1979 or upon election provided in the Act. Restated Articles of Incorporation may be filed

with the Secretary of State as provided in the Development Corporation Act of 1979.

ARTICLE IX

Incorporators

The incorporators of the Corporation are:

1. Joe Bruns
2. Carlotta J. DeVecchio
3. Louis Reyes III

ARTICLE X

Authorization

The City has specifically authorized the Corporation, by Resolution, to act on its behalf to further the public purposes stated in said Resolution and these Articles of Incorporation, and the City has, by said Resolution, approved these Articles of Incorporation. A copy of said resolution is attached to these Articles of Incorporation.

ARTICLE XI

No Dividends or Political Activity

No dividends shall ever be paid by the Corporation, and no part of its net earnings remaining after payment of its expenses shall be distributed to or inure to the benefit of its directors or officers or any individual, firm, corporation, or association. No 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XII

Dissolution

If the Corporation ever should be dissolved 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 delivered to the City after satisfaction or provision for satisfaction of debts and claims.

ARTICLE XIII

Tax-Exempt Status

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3), or any other Section of the Internal Revenue Code, and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures.

SIGNED:

Joe A. Blum

Carlotta J. DelVecchio

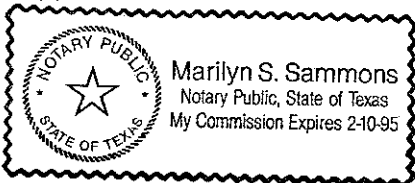
James P. Reynolds

INCORPORATORS

THE STATE OF TEXAS §
 §
COUNTY OF GUADALUPE §

BEFORE ME, a Notary Public, on this day personally appeared Joe Burns, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 22 day of September 1994.



Marilyn S. Sammons
Notary Public, State of Texas

THE STATE OF TEXAS §
 §
COUNTY OF GUADALUPE §

BEFORE ME, a Notary Public, on this day personally appeared Carlotta Bevilacqua known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 22 day of September 1994.



Marilyn S. Sammons
Notary Public, State of Texas

THE STATE OF TEXAS §
 §
COUNTY OF GUADALUPE §

BEFORE ME, a Notary Public, on this day personally appeared Arnis Reyes III known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 23 day of September 1994.



Christine S. Hopper
Notary Public, State of Texas