



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

Olmos Park Economic Development Corporation
File Number: 801094260

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

Dated: 03/02/2009

Effective: 03/02/2009



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

Hope Andrade
Secretary of State

MAR 02 2009

**ARTICLES OF INCORPORATION
OF
OLMOS PARK ECONOMIC DEVELOPMENT CORPORATION**

Corporations Section

We, the undersigned persons, not less than three in number, each of whom is at least 18 years of age, and each of whom is a qualified elector of the City of Olmos Park, Texas, acting as incorporators of a public instrumentality and nonprofit development corporation under the Development Corporation Act of 1979, as amended, with the approval of the City Council of the City of Olmos Park, Texas, do hereby adopt the following Articles of Incorporation for the Corporation:

**ARTICLE ONE
NAME**

The name of the Corporation is the Olmos Park Economic Development Corporation.

**ARTICLE TWO
TYPE OF ENTITY**

The Corporation is a nonprofit corporation and is a development corporation under the Development Corporation Act of 1979, Texas Revised Civil Statutes Annotated Article 5190.6, as amended (the "Act"), and shall be governed by Section 4B of the Act, as now existing or as it may be amended.

**ARTICLE THREE
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE FOUR
PURPOSES AND LIMITATIONS**

(a) The Corporation is organized exclusively for the purposes of undertaking any statute-authorized projects as described in Section 4B of the Act to benefit and accomplish public purposes of promoting economic development of the City of Olmos Park, Texas (the "City"). To the extent permitted by applicable law, the Corporation may issue bonds, notes, and other forms of debt instruments, and it may acquire, maintain, lease, and sell property and interests therein on behalf of the City as authorized by

Section 4B of the Act and by the City Council of the City (the “City Council”) to promote economic development of the City and the State of Texas and to undertake any statute-authorized projects as described in Section 4B of the Act. No bonds may be issued by the Corporation and no project may be financed with bond proceeds or other revenues of the Corporation unless such bonds or projects are first approved by the City Council of the City. The Corporation is a constituted authority and a public instrumentality within the meaning of the Act, the regulations of the United States Treasury Department, the rulings of the Internal Revenue Services prescribed and promulgated pursuant to Sections 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the City as provided in the Act and these Articles of Incorporation.

(b) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of the other powers granted to the corporations that are incorporated under the Act and that are governed by Section 4B thereof, and to the extent not in conflict with the Act, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the laws of the State of Texas to nonprofit corporations under the Texas Business Organizations Code.

(c) The Corporation shall have the purposes and powers permitted by the Act pursuant to the authority granted in Article III, Section 52-a of the Texas Constitution, but the Corporation does not have, and shall not exercise, the powers of sovereignty of the City, including the power to tax (except for the power to receive and use the sales and use taxes specified in Section 4B of the Act) and the police power.

(d) No bonds, notes, or other debt instruments or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, notes, or other debt instruments or other obligations or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the State of Texas, the City, or any other political corporation, subdivision, or agency of the State of Texas, or a pledge of the faith and credit of any of them. Any and all such contracts, agreements, bonds, notes, and other debt instruments and other obligations, contracts,

and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by Section 4B of the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

**ARTICLE FIVE
FINANCING**

(a) Before the consummation of the initial delivery of any bonds, notes, or other forms of debt instruments, the Corporation shall obtain approval by the City Council. In the exercise of the powers of the Corporation, the Corporation may enter into, loan, lease, trust, or other agreements as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements, and the specific uses, and the methods of withdrawal and expenditure of the proceeds of the bonds, notes, or other debt instruments, must be included as a part of the approval process of the City Council required by this paragraph.

(b) In the exercise of the powers of the Corporation, the Corporation may not enter into any loan, lease, trust, or other agreement the effect of which would grant, convey, transfer, mortgage, encumber, pledge, or assign a security interest or any other interest in any property owned by the City.

**ARTICLE SIX
NO MEMBERS**

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

**ARTICLE SEVEN
SALES TAX PROCEEDS**

Upon receipt from the City of the proceeds of the sales and use tax imposed under Section 4B of the Act, the Corporation may use the proceeds as permitted by the Act as now existing or as it may be amended and as permitted by these Articles of Incorporation.

**ARTICLE EIGHT
AMENDMENT**

These Articles of Incorporation may be amended at any time as provided in the Act, to make any changes and add any provisions which might have been included herein in the first instance or as may be

permitted by subsequent changes in the law. Any amendment may be accomplished in either of the following manners:

(a) The Board of Directors of the Corporation may file with the City Council a written application requesting approval of the amendments to these Articles of Incorporation, specifying in such application the amendments proposed to be made. The City Council shall consider such application and, if it shall, by resolution, duly find and determine that it is advisable that the proposed amendments be made, it shall approve the form of the proposed amendments and Articles of Amendment. The Board of Directors of the Corporation may then amend these Articles of Incorporation by adopting such amendment at a meeting of the Board of Directors and delivering the Articles of Amendment to the Secretary of State; or

(b) The City Council 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 Act, and subject to any limitation provided by applicable constitutional provisions or law, including but not limited to laws of the impairment of contracts) by resolution adopting the amendment to these Articles of Incorporation or Articles of Dissolution at a meeting of the City Council, and delivering such Articles of Amendment or Articles of Dissolution to the Secretary of State, as provided in the Act.

**ARTICLE NINE
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 119 W. El Prado, Olmos Park, Texas 78212, and the name of its initial registered agent at that address is Amy Buckert. The mailing address for the Corporation is 119 W. El Prado, San Antonio, Texas 78212.

**ARTICLE TEN
BOARD OF DIRECTORS**

(a) The affairs of the Corporation shall be managed by a board of directors which shall be composed of seven persons appointed by the City Council. The terms of the initial board of directors

shall be as follows: Three (3) of the directors shall be appointed to terms expiring December 31, 2009 and four (4) of the directors shall be appointed to terms expiring December 31, 2010. Thereafter, the terms of directors shall be two (2) years, expiring on December 31 of odd numbered and even numbered years, respectively. Directors may be appointed to succeed themselves. Each director must be a resident of the City or a resident of Bexar County, Texas and at least three (3) directors must not be employees or officers of the City or members of the City Council. Any director who is a member of the City Council shall cease to be a director at the time he or she ceases to be a member of the City Council, but is eligible for reappointment. A majority of the entire membership of the board, including any vacancies, is a quorum. The board shall conduct all meetings within the boundaries of the City.

(b) The names and street addresses of the persons who are to serve as the initial directors and the dates of expiration of their initial terms as directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Expiration of Term</u>
Sandra Tremblay	716 E. El Prado Drive Olmos Park, TX 78212	December 31, 2009
Scott Barr	110 E. Hermosa Olmos Park, TX 78212	December 31, 2009
Jack Spector	227 Devine Road Olmos Park, TX 78212	December 31, 2009
Ronald G. Tefteller	228 Luther Drive Olmos Park, TX 78212	December 31, 2010
Sean McNelis	905 E. Contour Drive Olmos Park, TX 78212	December 31, 2010
Patrick Shearer	215 E. Melrose Place Olmos Park, TX 78212	December 31, 2010
Kenneth Kirlin	414 Thelma Drive Olmos Park, TX 78212	December 31, 2010

Each director, including the initial directors, shall be eligible for reappointment. Each director shall serve until a successor is appointed. Directors are removable by the City Council at any time with or without cause. Any vacancy occurring on the board of directors (by reason of death, resignation, or

otherwise) shall be filled by appointment by the City Council of a person who shall hold office until the expiration of the term.

(c) The directors shall serve without compensation but they may be reimbursed for their actual expenses incurred in the performance of their duties as directors.

(d) The board of directors shall elect a president, vice president, secretary, treasurer, and any other officers that may be deemed necessary, to serve as officers of the Corporation, as more specifically provided in the Corporation's Bylaws. One person may hold more than one office, except that the president may not hold the office of secretary. The term of each officer's office shall expire on December 31 of each year.

(e) Meetings of the board of directors are subject to the Texas Open Meetings Act, as amended, Texas Government Code Chapter 551, and the Corporation is subject to the Texas Public Information Act, as amended, Texas Government Code Chapter 552.

ARTICLE ELEVEN BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Corporation's board of directors subject to the approval of the City Council and shall, together with these Articles of Incorporation, govern the initial affairs of the Corporation until and unless amended in accordance with the provisions of the Act and with the approval of the City Council.

ARTICLE TWELVE COUNCIL APPROVAL

By ordinance or resolution, the City Council has specifically authorized and approved the formation of the Corporation to act on its behalf to further public purposes as stated in said ordinance or resolution and in these Articles of Incorporation and has approved these Articles of Incorporation. A copy of such ordinance or resolution is on file among the permanent public records of the City and the Corporation.

**ARTICLE THIRTEEN
DISSOLUTION**

(a) The Corporation shall not be dissolved, and its business shall not be terminated, by act of the City Council or otherwise, so long as the Corporation shall be obligated to pay any bonds, notes, or other obligations and unless the collection of the sales and use tax authorized by Section 4B of the Act is eligible for termination in accordance with the provisions of Section 4B(i) of the Act.

(b) No action shall be taken pursuant to paragraph (a) of this Article or pursuant to paragraph (b) of Article Fifteen hereof in any manner or at any time that would impair any contract, lease, right, or other obligation theretofore executed, granted, or incurred by the Corporation.

(c) 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 of debts and claims.

**ARTICLE FOURTEEN
NOT A PRIVATE FOUNDATION**

Although it is not intended that the Corporation ever be a private foundation, if the Corporation is ever determined to be a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended (the "Code"), the Corporation:

(a) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(c) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(e) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE FIFTEEN
MISCELLANEOUS**

(a) No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses and other obligations shall be distributed to or inure to the benefit of its directors or officers, or any individual, private firm, or private corporation or association, except in reasonable amounts for services rendered.

(b) If, after the close of any fiscal year, the board of directors shall determine that sufficient provision has been made for the full payment of all current expenses, together with all amounts payable on the contracts, agreements, bonds, notes, and other obligations of the Corporation, and that all of the terms, provisions, and covenants therein have been met, then any net earnings derived from sources other than the sales and use taxes collected for the account of Corporation pursuant to Section 4B of the Act thereafter accruing in connection with projects financed pursuant to Section 4B of the Act shall be used solely for the purposes permitted by Section 4B of the Act and Article Four of these Articles of Incorporation.

(c) No part of the Corporation's activities shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in any political campaign for or in opposition to any candidate for public office.

**ARTICLE SIXTEEN
INCORPORATORS**

The names and street addresses of each of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Ronald G. Tefteller	228 Luther Drive Olmos Park, Texas 78212
Harriet Oppenheimer	400 E. Mandalay Drive Olmos Park, Texas 78212
Joe Izbrand	438 Thelma Drive Olmos Park, Texas 78212

Each incorporator is a qualified elector of the City.

Ronald G. Tetzler

David Oppenheim

Joe Sprans