RESOLUTION NO. 1202-09-03-10-11E

RESOLUTION OF THE CITY OF PFLUGERVILLE, TEXAS AMENDING THE PFLUGERVILLE COMMUNITY DEVELOPMENT CORPORATION ARTICLES OF INCORPORATION, BY REDUCING THE NUMBER OF CITY OFFICIALS THAT CAN BE MEMBERS OF THE BOARD OF DIRECTORS.

WHEREAS, the Pflugerville Community Development Corporation Articles of Incorporation were executed on December 20th, 2001,

WHEREAS, the Articles of Incorporation created the Pflugerville Community Development Corporation and established certain purposes and limitations of the board including the composition of the corporation's board of directors,

WHEREAS, it is desirable to reduce the number of city officials that can serve on the Pflugerville Community Development Corporation Board of Directors; NOW THEREFORE,

BE IT RESOVED BY THE CITY COUNCIL OF THE CITY OF PFLUGERVILLE TEXAS: THAT

That the City Council of the City of Pflugerville hereby adopts this resolution to replace Article X (b) in its entirety with the paragraph below.

> (a) Each director must be a resident of the City. Not more than two of the directors shall be employees or officers of the City of Pflugerville, or members of the City Council. A majority of the then current membership of the Board constitutes a quorum. The Board will conduct all meetings within the boundaries of the City and in accordance with the requirements of the Act.

APPROVED this 10th day of March 2009.

CITY OF PFLUGERVILLE, TEXAS

Jeff Coleman, Mayor

ATTEST:

Karen Thompson, City Secretary

ARTICLES OF INCORPORATION

OF

PFLUGERVILLE COMMUNITY DEVELOPMENT CORPORATION

THE STATE OF TEXAS	§
	§
COUNTY OF TRAVIS	§
	§
CITY OF PFLUGERVILLE	§

WE, THE UNDERSIGNED natural 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 Pflugerville, Texas, a municipal corporation established under the Texas Constitution, acting as incorporators of a public instrumentality and nonprofit development corporation (the "Corporation") under the "Development Corporation Act of 1979", as amended, with the approval of the City Council of the City of Pflugerville, Texas (the "City") as evidenced by the Resolution attached as Attachment "A" and made a part of these Articles of Incorporation for all purposes, do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE I
NAME

The name of the Corporation is "Pflugerville Community Development Corporation".

ARTICLE II
AUTHORIZATION

The Corporation is a nonprofit corporation and is a development corporation governed by Section 4B of the Development Corporation Act of 1979, Article 5190.6 Vernon's Texas Civil Statues (as amended, the "Act").

ARTICLE III
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV
PURPOSE AND LIMITATIONS

The purpose of the Corporation is to promote economic development within the City of Pflugerville and the State of Texas in order to eliminate unemployment and underemployment, and promote and encourage employment and the public welfare of, for, and on behalf of the City of Pflugerville by developing, purchasing, leasing, implementing, providing, and financing Projects under the Act and as "Projects" is defined in Section 4B of the Act. The Corporation may exercise all rights and powers with respect to a Project as are allowed by law and the Act.

ARTICLE V
FINANCING

(a) In the exercise of the powers of the Corporation, the Corporation may issue bonds and/or enter into any loan, lease, trust, or other agreement authorized by the Act that is necessary or convenient for the fulfillment of the public purpose of the Corporation. All of such agreements, and the specific uses and methods of withdrawal and expenditure of the proceeds of the bonds, notes, or other debt instruments proposed to be issued by the Corporation, will be stated and described in the proceedings authorizing such agreements or the bonds, notes, or other debt instruments, and must be included as a part of the approval process of the City Council of

the City of Pflugerville (the "City Council") as required below for contracts and expenditures. In connection with the issuance of its obligations, the Corporation will select bond counsel and financial advisors acceptable to the City Council.

(b) In the exercise of the powers of the Corporation, the Corporation may not issue bonds or 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 interest in any property owned by the City of Pflugerville. Any agreement entered into by the Corporation must contain language substantially to the effect that any grant, conveyance, transfer, mortgage, encumbrance, pledge or assignment of property owned by the City of Pflugerville is prohibited.

ARTICLE VI
MEMBERS

The Corporation has no members and is a nonstock corporation.

ARTICLE VII
CONTRACTS AND EXPENDITURES

All contracts of the Corporation must be approved by the City Council before the contract is executed by the officers of the Corporation. After a contract is approved by the City Council, expenditures made in accordance with the terms of that contract do not require additional City Council approval. Expenditures of the Corporation unrelated to approved contracts require City Council approval before the expenditure is made by the Corporation.

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended or restated at any time as provided in the Act. Any amendment or reinstatement may only be accomplished in either of the following manners:

(1) The members of the Board (defined below) may file with the City Council a written application requesting approval of amendments to the Articles of Incorporation, specifying the amendments proposed to be made. The City Council shall consider the application and, if it determines that it is advisable that the proposed amendments be made and approves the proposed amendments by resolution, then the Board may amend the Articles of Incorporation by adopting the approved amendments at a meeting of the Board and delivering articles of amendment or restatement to the Secretary of State; or

(2) 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 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 amendment or restatement to the Articles of Incorporation or by articles of dissolution at a meeting of the City Council and delivering articles of amendment or dissolution to the Secretary of State, as provided in the Act.

ARTICLE IX
ADDRESS

The street address of the initial registered office of the Corporation is 100 East Main Street, Suite 300, Pflugerville, Texas 78691 and the name of its initial registered agent at that address is Mr. Steve Jones.

ARTICLE X
BOARD OF DIRECTORS

(a) The affairs of the Corporation will be managed by a board of directors (the "Board") which will be composed of seven persons appointed by the City Council of the City for a two-year term of office each. Places 1, 3, 5, and 7 will be appointed in even-numbered years, and Places 2, 4, and 6 appointed in odd-numbered years. Terms begin on January 1 of each year.

(b) Each director must be a resident of the City. At least three of the directors must not be employees or officers of the City of Pflugerville, or members of the City Council. A majority of the then current membership of the Board constitutes a quorum. The Board will conduct all meetings within the boundaries of the City and in accordance with the requirements of the Act.

(c) 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:

PLACE	NAMES	ADDRESS(ES)	EXPIRATION DATES
1.	Ronald Beyer	102 Willow Street Pflugerville, TX 78660	12/31/03
2.	David Seeker	2507 Dunes Drive Pflugerville, TX 78660	12/31/02
3.	John Pfluger	805 Sykes Pflugerville, TX 78660	12/31/03
4.	John Franklin	809 Setting Sun Court Pflugerville, TX 78660	12/31/02
5.	Michael Callahan	806 Setting Sun Court Pflugerville, TX 78660	12/31/03

6.	Monte Neal	604 Dundalk Bay Cove Pflugerville, TX 78660	12/31/02
7.	T. Mike Marsh	2520 Dunes Drive Pflugerville, TX 78660	12/31/03

Each director must be a qualified voter of the City of Pflugerville. Each director, including each initial director, is eligible for reappointment. Directors are removable by the City Council at any time without cause.

(d) The directors will serve without compensation but, they will be reimbursed for their actual expenses incurred in the performance of their duties as directors. Any vacancy occurring on the Board will be filled by appointment by the City Council of a person who will hold such position until the expiration of the term. A director who is a member of the City Council will cease to be a director upon ceasing to be a member of the City Council. The directors will elect a president, vice-president, secretary, and treasurer of the Corporation, as more specifically provided in the Corporation's bylaws and the Act. The term of office for each officer will be for a period of one year, expiring on the 31st day of December of each year.

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

ARTICLE XI
INCORPORATORS

The names and addresses of the original incorporators are:

NAMES	ADDRESSES
G. Scott Winton	805 Valley View Dr. A Pflugerville, TX 78660
John Franklin	809 Setting Sun Court Pflugerville, TX 78660
T. Steven Jones	1011 Yorkshire St. Pflugerville, TX 78660

Each incorporator is a qualified elector of the City of Pflugerville.

ARTICLE XII

CITY COUNCIL APPROVAL

The City Council has specifically authorized the Corporation by Resolution to act on its behalf to further the purposes of the Corporation as stated in the Resolution and in these Articles of Incorporation. By the same Resolution, the City Council has approved these Articles of Incorporation. A copy of the authorizing Resolution is attached to these Articles of Incorporation and made a part of them for all purposes.

ARTICLE XIII
RESTRICTIONS

(a) 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 of the Corporation or of any individual, firm, corporation or association.

(b) 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 distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XIV
DISSOLUTION

If the Corporation is ever dissolved when it has, or is entitled to, any interest in any funds or property of any kind, such funds or property or rights thereto will not be transferred to private ownership, but will be transferred and delivered to the City of Pflugerville after satisfaction or provision for satisfaction of debts and claims.

ARTICLE XV
NO DIRECTOR LIABILITY

To the full extent allowed by law, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission in his capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of the repeal or modification.

ARTICLE XVI
DIRECTOR INDEMNIFICATION

Each person who acts as a director of the Corporation shall be indemnified by the Corporation, and such indemnity shall be mandatory, to the full extent allowed by law, including without limitation Article 5190.6, Section 15 of the Act against any costs, expenses and liabilities which may be imposed upon or reasonably incurred by him in connection with any civil or criminal action, suit or proceeding in which he may be named as a party defendant by reason of his being or having been such director or by reason of any action alleged to have been taken or omitted by him in either such capacity, and any person who, at the request of the Corporation, acts as a director of any of its subsidiary or affiliate corporations shall likewise be indemnified by the Corporation against any such costs, expenses and liabilities. The right of indemnification herein provided for shall inure to each of the directors of the Corporation, whether or not the respective director is acting as such at the time such costs, expenses or liabilities are imposed or incurred. Any repeal or modification of this Article shall be prospective only, and shall not limit the obligation of the Corporation to indemnify a director of the Corporation serving at or prior to the time of the repeal or modification.

INCORPORATORS:

G. Scott Winton

John Franklin

T. Steven Jones

THE STATE OF TEXAS §
§
COUNTY OF TRAVIS §
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CITY OF PFLUGERVILLE §

I, the undersigned, a Notary Public, do hereby certify that on this 28th day of December, 2001, personally appeared before me G. Scott Winton, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have set my hand and seal of office the day and year above written.

Notary Public Signature

(seal)

JO A. CRANSHAW
Notary Public, State of Texas
My Commission Expires
SEPT. 15, 2002

THE STATE OF TEXAS §
§
COUNTY OF TRAVIS §
§
CITY OF PFLUGERVILLE §

I, the undersigned, a Notary Public, do hereby certify that on this 28TH day of December, 2001, personally appeared before me John Franklin, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have set my hand and seal of office the day and year above written.

Karen S Thompson
Notary Public Signature

(seal) KAREN S. THOMPSON
Notary Public, State of Texas
My Commission Expires
May 18, 2003

THE STATE OF TEXAS	§
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COUNTY OF TRAVIS	§
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CITY OF PFLUGERVILLE	§

I, the undersigned, a Notary Public, do hereby certify that on this 28TH day of December, 2001, personally appeared before me T. Steven Jones, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have set my hand and seal of office the day and year above written.

Karen S. Thompson
Notary Public Signature

(seal) KAREN S. THOMPSON
Notary Public, State of Texas
My Commission Expires
May 18, 2003