

**ARTICLES OF INCORPORATION**

**OF**

**GEORGE WEST**

**ECONOMIC DEVELOPMENT  
CORPORATION**

**A NON-PROFIT CORPORATION**

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**GEORGEWESTECONOMICDEVELOPMENTCORPORATION**  
**A NON-PROFIT CORPORATION**  
**GEORGE WEST, TEXAS**

WE, THE UNDERSIGNED natural persons, not less than three in number, each who is at least 18 years of age, and each of whom is a qualified elector of the City of George West, Texas (the "City"), acting as incorporators of a public instrumentality and non-profit industrial development corporation (the "Corporation") under the Texas Local Government Code, Chapter 501 et seq. with the approval of the City Council of the City, do hereby adopt the following Articles of Incorporation for the Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is "George West Economic Development Corporation".

**ARTICLE II**

**NON-PROFIT CORPORATION**

The Corporation is a non-profit corporation specifically formed under the Texas Business Organization Code and is governed by Chapter 505 of the Texas Local Government Code sec. 505.004(1).

**ARTICLE III**

**PURPOSE**

(a) The Corporation is organized for the purposes of benefiting and accomplishing public purpose of the City of George West, Texas, by promoting, assisting, and enhancing industrial, commercial, manufacturing, and economic development activities for the City as provided by the Act.

(b) In the fulfillment of its corporate purpose, the Corporation shall have the power to provide financing to pay the costs of projects, as defined in the Act, through the issuance of bonds, notes and other forms of debt instruments, and to acquire, maintain and lease or sell property, and interests therein, all to be done and accomplished on behalf of the City and for its benefit and to accomplish its public purposes as is duly constituted authority and public instrumentality pursuant to the Act and under, and within the meaning of, the applicable regulations of the United States Treasury Department and the rulings of the Internal Revenue Service of the United States prescribed and promulgated under and pursuant to the Internal Revenue Code of 1986, as amended.

(c) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in Paragraph (b) of this Article, together with all of the other powers granted to 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 the rights, powers, privileges, authorities and functions given by the general laws of Texas to non-profit corporations formed under the Texas Business Organization Code.

(d) The Corporation is a corporation having the purpose and powers permitted by the Act pursuant to the authority granted in Article III, Section 52-a of the Texas Constitution, but the Corporation is not a political subdivision or a political corporation, and the Corporation has not been delegated, does not have, and shall not exercise any of the power of sovereignty of the City, including the power to tax (except for the power to receive and use the sales taxes specified in Section 4B of the Act), the power of eminent domain and the police power. However, for the purposes of the Texas Tort Claims Action (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code), the Corporation is a governmental unit, and its actions are governmental function.

(e) No agreements, 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 agreements, bonds, notes or other debt instruments or other obligations, or the lending of credit, or a great of the public money or things of value, of, belonging to, or by 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 of such agreements shall be payable solely and exclusively from the revenues and the funds received by the Corporation from the sources authorized by Section 4B of the Act and from such other sources as may be otherwise from lawfully available and belonging to the Corporation from time to time.

#### **ARTICLE IV**

##### **DURATION**

The period of duration of the Corporation is perpetual.

#### **ARTICLE V**

##### **MEMBERSHIP/STOCK**

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

#### **ARTICLE VI**

##### **AMENDMENTS**

These Articles of Incorporation may be amended in either one of the methods prescribed in this Article.

(a) Pursuant to the powers of the City contained in Section 17(b) of the Act., the City Council of the City, by resolution, may amend these Articles of Incorporation by filing amendments hereto with the Secretary of State as provided by the Act.

(b) The board of directors of the Corporation may file a written application with the City Council of the City requesting approval of proposed amendments to these Articles of Incorporation specifying in such application the proposed amendments. If the City Council, by appropriate resolution, finds and determines that it is advisable that the proposed amendments be made, authorizes the same to be made, and approves the form of the proposed amendments, the board of directors of the Corporation may proceed to amend these Articles of Incorporation in the manner provided by the Act.

## **ARTICLE VII**

### **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 406 Nueces St. George West, Texas 78022, and the name of its initial registered agent at such address is Glynis Strause address 911 Bowie, George West, Texas 78022.

## **ARTICLE VIII**

### **DIRECTORS**

The affairs of the Corporation shall be managed by a board of directors, which shall be composed in its entirety of persons appointed by the City Council of the City. Except for the initial number and terms of office set forth herein, the number of directors and the terms of office of the directors shall be fixed by the bylaws of the Corporation. The names and street addresses of the persons who are to serve as the initial directors and dates of expiration of their initial terms as directors are as follows:

Names	Addresses	Dates of Expiration of Term
Michael Salazar	701 Garcia George West, Texas, 78022	January 31, 2026
Gloria Lair	147 CR 122 George West, Texas, 78022	January 31, 2026

Patricia Clifton	902 Jeffrey St. George West, Texas, 78022	January 31, 2026
Glynis Holm Strause	911 Bowie St. George West, Texas, 78022	January 31, 2026
Lawrence Jaramillo	400 East Houston George West, Texas, 78022	January 31, 2026
Denise Garza	1767 HWY 59 George West, Texas, 78022	January 31, 2026
Charles Lindholm	1307 Houston George West, Texas, 78022	January 31, 2026

Each director shall hold office for the term for which the director is appointed and until a successor shall have been appointed and qualified unless sooner removed or resigned. Each director, including the initial directors, shall be eligible for reappointment. Directors are removable by the City Council of the City at will and must be appointed for a term not in excess of two years. The directors shall serve as such without compensation except that they shall be reimbursed for their actual expenses incurred in the performance of their duties as directors. Any vacancy occurring on the board of directors through death, resignation or otherwise shall be filled by appointment by the City Council of the City to hold office until the expiration of the term.

**ARTICLE IX**

**CORPORATORS**

The names and street addresses of each corporator are:

Name	Address
Charles Lindholm	1307 Houston St. George West, Texas, 78022
Glynis Holm Strause	911 Bowie St George West, Texas, 78022
Lawrence Jaramillo	400 East Houston St. George West, Texas

## **ARTICLE X**

### **BY-LAWS**

(a) The initial by-laws of the Corporation shall be in the form and substance approved by the City Council of the City by resolution. Such by-laws shall be adopted by the Corporation's board of directors and shall, together with these Articles of Incorporation, govern the internal affairs of the Corporation until and unless amended in accordance with this Article.

(b) Neither the initial by-laws nor any subsequently effective by-laws of the Corporation may be amended without the consent and approval of the City Council of the City. The board of directors of the Corporation shall make application to the City Council for approval of any proposed amendments, but the same shall not become effective until or unless the same shall be approved by resolution adopted by the City Council.

## **ARTICLE XI**

### **ALTERATION AND TERMINATION**

(a) The governing body shall order an election on the termination of the existence of the type B Corporation on receipt of a petition requesting the election that is signed by at least 10 percent of the registered voters of the municipality.

(b) The authorizing municipality shall hold the election on the first available uniform election date that occurs after the time required by Section 3.005, of the Election Code. The governing body shall comply with Subchapter H and Chapter 505 of the Texas Local Government Code in termination the Type B Corporation.

## **ARTICLE XII**

### **DIVIDENDS AND ACTIVITIES**

(a) No dividends shall ever be paid by the Corporation and no part of its net earning remaining after payments 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 associations, except in reasonable amounts for services rendered. If the board of directors shall determine that sufficient provision has been made for the full payment of the expenses, bonds, notes and other obligations of the Corporation, any net earnings thereafter accruing shall be paid to the City.

(b) 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 as 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 all debts and claims.

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

**ARTICLE XIII**

**AUTHORIZATION**

The City has by resolution specially authorized the corporation to act on the City's behalf to further the public purpose stated in the resolution and the certificate of formation and has approved the certificate of Formation.

CORPORATORS:

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Charles Lindholm

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Glynis HolmStrause

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Lawrence Jaramillo