



# The State of Texas

## SECRETARY OF STATE CERTIFICATE OF INCORPORATION OF

GONZALES ECONOMIC DEVELOPMENT CORPORATION  
CHARTER NUMBER 1437492-01

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: March 14, 1997



LSG

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Antonio O. Garza, Jr.  
Secretary of State

FILED  
in the Office of the  
Secretary of State of Texas

MAR 14 1997

Corporations Section

ARTICLES OF INCORPORATION  
OF  
GONZALES ECONOMIC DEVELOPMENT CORPORATION

We, the undersigned natural persons, not less than three in number, each of whom is at least 18 years of age and is a qualified elector of the City of Gonzales, Texas (the "City"), acting as incorporators of a public instrumentality and non-profit industrial development corporation (the "Corporation") under the Development Corporation Act of 1979, as amended, Article 5190.6 Vernon's Ann. Civ. St., Section 4B as amended (the "Act"), with the approval of the City Council, do hereby adopt the following Articles of Incorporation (the "Articles") for the Corporation:

ARTICLE ONE

The name of the Corporation is "Gonzales Economic Development Corporation."

ARTICLE TWO

The Corporation is a non-profit industrial development corporation under the Act and is governed by Section 4B of the Act.

ARTICLE THREE

Subject to the provisions of these Articles, the period of duration of the Corporation is perpetual.

ARTICLE FOUR

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

ARTICLE FIVE

The purpose of the Corporation is to promote economic development within the City and the State of Texas in order to encourage and enhance employment and the public welfare of, for, and on behalf of the City, in the manner and to the purposes authorized by Section 4B of the Act, including but not limited to such projects as promotion and development of new and expanded business enterprises, job training centers, infrastructure improvements, public safety, municipal buildings, civic centers, recreation facilities and other related facilities, including the maintenance and operating costs of any such projects.

In the fulfillment of its corporate purpose, the Corporation shall have the power to provide financing to pay the costs of projects through the issuance or execution of bonds, notes, and other forms of debt instruments, and to acquire, maintain, and lease and sell property, and interest therein, all to be done and accomplished on behalf of the City and for its benefit and to accomplish its public and governmental purposes as its duly constituted authority and public instrumentality pursuant to the

Act and under, and within the meaning of, the Internal Revenue Code of 1986, as amended, and the applicable regulations of the United States Treasury Department and the rulings of the Internal Revenue Service of the United States as prescribed and promulgated thereunder.

In the fulfillment of its corporate purposes, the Corporation shall have and may exercise the powers described in these Articles, 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 general laws of the State of Texas to non-profit corporations under the Texas Non-Profit Corporation Act, as amended, Article 1396-1.01, et seq., Vernon's Ann. Civ. St., as amended.

The Corporation is a corporation having 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, except that the Corporation shall have and may exercise the power of eminent domain when the exercise thereof is approved by the City Council. The Corporation, directors of the Corporation, the City creating the Corporation, members of the governing body of the City, employees of the Corporation and employees of the City shall not be and are not liable for damages arising from the performance of any governmental function of the Corporation or City. For purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code), the Corporation is a governmental unit and its actions are governmental functions.

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 pledge of the faith and credit of any of them. Any and all of 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 SIX

These Articles shall be amended in either one of the following methods:

- A. Pursuant to the powers of the City contained in the Act, the City Council, by ordinance, may amend these Articles by filing amendments hereto with the Secretary of State as provided by the Act.
- B. The Board of Directors (the "Board") of the Corporation may file a written application with the City Council requesting approval of proposed amendments to these Articles specifying in such application the proposed amendments. If the City Council, by appropriate ordinance, 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 may proceed to amend these Articles in the manner provided by the Act.
- C. The board shall not have any power to amend the Articles except in accordance with the procedures established in these Articles.

## ARTICLE SEVEN

The address of the initial <sup>820 ST JOSEPH STREET</sup> registered office of the Corporation is the City Hall, ~~P. O. Box 547~~, Gonzales, Texas 78629, and the name of its initial registered agent at such address is Robert W. Berger, City Secretary. This address shall also serve as the principal address of the Board.

## ARTICLE EIGHT

The affairs of the Corporation shall be managed by a Board of Directors (the "Directors") which shall be composed of seven (7) persons appointed by the City Council. Each of the directors shall be a resident of the City. The names and street addresses of the persons who are to serve as the initial Directors are as follows:

NAMES	ADDRESSES
Donald Rihn	521 St. Joseph St. Gonzales, Texas 78629
Lawrence M. Walshak	304 Jahnke St. Gonzales, Texas 78629
Dorothy Ploeger	808 St. Louis St. Gonzales, Texas 78629
Della F. Carroll	932 St. Andrew St. Gonzales, Texas 78629

Chad D. Stary

1330 Gardien St.  
Gonzales, Texas 78629

Noel H. Reese

207 St. Francis St.  
Gonzales, Texas 78629

John L. Fritz

1305 Gardien St.  
Gonzales, Texas 78629

Each director shall hold office for the term for which the director is appointed unless sooner removed or resigned. Each director, including the initial directors, shall be eligible for reappointment. Directors are removable by the City Council at will and shall be appointed for a term of two (2) years. Initial terms of directors shall be provided by the Corporation's By-Laws. If a director is a member of the City Council and ceases to be a member of such, such shall constitute an automatic resignation as a director and such vacancy shall be filled in the same manner as for other vacancies.

Any vacancy of a director position occurring through death, resignation or otherwise shall be filled by appointment by the City Council, as provided by the Corporation's By-Laws, to hold office until the expiration of the vacating member's term.

#### ARTICLE NINE

The name and street address of each incorporator is:

NAME	ADDRESS
Donald Rihn	521 St. Joseph St. Gonzales, Texas 78629
Lawrence M. Walshak	304 Jahnke St. Gonzales, Texas 78629
Dorothy Ploeger	808 St. Louis St. Gonzales, Texas 78629
Della F. Carroll	932 St. Andrew St. Gonzales, Texas 78629
Chad D. Stary	1330 Gardien St. Gonzales, Texas 78629
Noel H. Reese	207 St. Francis St. Gonzales, Texas 78629
John L. Fritz	1305 Gardien St. Gonzales, Texas 78629

The initial By-Laws of the Corporation shall be in the form and substance approved by the City Council in its Ordinance No. 92-5

approving these Articles. Such By-Laws shall be adopted by the Corporation's board and shall, together with these Articles, govern the internal affairs of the Corporation until and unless amended in accordance with these Articles.

The initial By-Laws, nor any subsequently effective By-Laws of the Corporation, cannot be amended without consent and approval of the City Council. The board shall make application to the City Council for the approval of any proposed amendments, but the same shall not become effective until or unless approved by ordinance adopted by the City Council.

#### ARTICLE TEN

The City Council may, in its sole discretion, and at any time, alter or change the structure, organization, programs or activities of the Corporation, and it may terminate or dissolve the Corporation, subject to the provisions of these Articles.

The Corporation shall not be dissolved, and its business shall not be terminated, by act of the City Council, election by the voters as prescribed by the Act, 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 provision of Section 4B of the Act.

No action shall be taken in any manner or at any time that would impair any contract, lease, right, or other obligation therefor executed, granted, or incurred by the Corporation.

#### ARTICLE ELEVEN

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 benefits of its directors or officers, or any individual, private firm, or private corporation or association.

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 all debts, claims, and contractual obligations, including any contractual obligations granting rights of purchase of property of the Corporation.

No part of the Corporation's activities shall consist of the carrying on of the 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 TWELVE

The City has specifically authorized the Corporation by Ordinance No. 97-5 to act on its behalf to further the public purposes stated in said ordinance and in these Articles and the City has by said Ordinance No. 97-5 approved the Articles. A copy of said ordinance is on file among the permanent public records of the City and the Corporation.

Dated: March 11, 1997.

INCORPORATORS

Donald Rihn  
DONALD RIHN

Lawrence M. Walshak  
LAWRENCE M. WALSHAK

Dorothy Poeeger  
DOROTHY POEGER

Della F. Carroll  
DELLA F. CARROLL

Chad D. Stary  
CHAD D. STARY

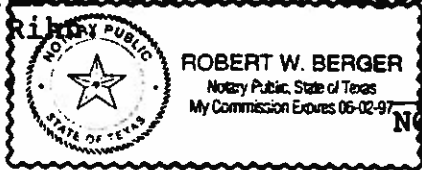
Noel H. Reese  
NOEL H. REESE

John L. Fritz  
JOHN L. FRITZ

THE STATE OF TEXAS, :

COUNTY OF GONZALES. :

This instrument was acknowledged before me on March 12, 1997 by Donald Rihn

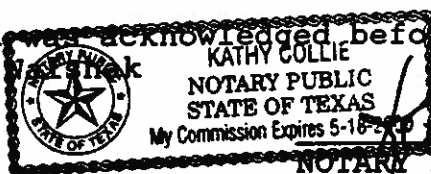


Robert W. Berger  
NOTARY PUBLIC, STATE OF TEXAS

THE STATE OF TEXAS, :

COUNTY OF GONZALES. :

This instrument was acknowledged before me on MARCH 12, 1997 by Lawrence M. Walshak

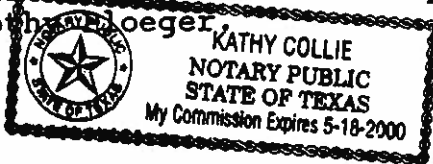


Kathy Collie  
NOTARY PUBLIC, STATE OF TEXAS

THE STATE OF TEXAS, :

COUNTY OF GONZALES. :

This instrument was acknowledged before me on MARCH 12, 1997 by Dorothy Joeger.

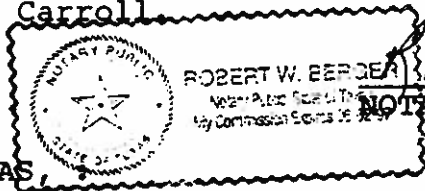


Kathy Collie  
NOTARY PUBLIC, STATE OF TEXAS

THE STATE OF TEXAS, :

COUNTY OF GONZALES. :

This instrument was acknowledged before me on March 12, 1997 by Della F. Carroll.

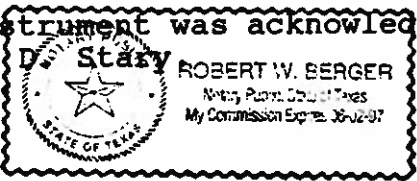


Robert W. Berger  
NOTARY PUBLIC, STATE OF TEXAS

THE STATE OF TEXAS, :

COUNTY OF GONZALES. :

This instrument was acknowledged before me on March 12, 1997 by Chad D. Stary.

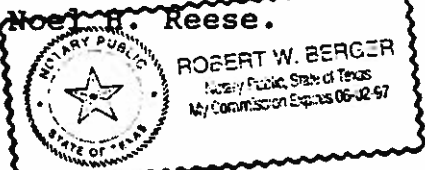


Robert W. Berger  
NOTARY PUBLIC, STATE OF TEXAS

THE STATE OF TEXAS, :

COUNTY OF GONZALES. :

This instrument was acknowledged before me on March 12, 1997 by Noel H. Reese.

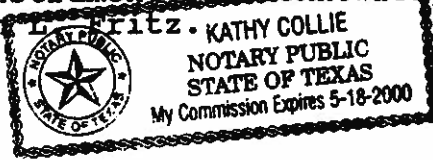


Robert W. Berger  
NOTARY PUBLIC, STATE OF TEXAS

THE STATE OF TEXAS, :

COUNTY OF GONZALES. :

This instrument was acknowledged before me on MARCH 12, 1997 by John L. Fritz.



Kathy Collie  
NOTARY PUBLIC, STATE OF TEXAS