

**RESTATED AND AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**TOWN OF HOLLYWOOD PARK**  
**ECONOMIC DEVELOPMENT CORPORATION**

THE STATE OF TEXAS	§
	§
COUNTY OF BEXAR	§
	§
TOWN OF HOLLYWOOD PARK	§
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 each of whom is a qualified elector of the Town of Hollywood Park, Texas (which is a duly established Type A general law municipality under the Texas Constitution and the laws of the State of Texas), acting as incorporators of a public instrumentality and nonprofit development corporation (the "*Corporation*") under the "Development Corporation Act", as amended, with the approval of the Town Council (the "*Council*") of the Town of Hollywood Park, Texas (the "*Town*") as evidenced by the Ordinance attached as Attachment "A" and made a part of these Articles for all purposes, do hereby adopt the following Articles of Incorporation for the Corporation:

**ARTICLE ONE**  
**NAME**

The name of the Corporation is the "Town of Hollywood Park Economic Development Corporation."

**ARTICLE TWO**  
**AUTHORIZATION**

The Corporation is a nonprofit corporation and is an industrial development corporation under the Development Corporation Act of 1979, and now governed by Chapters 501, 502 and 505, *et seq.* of the Texas Government Code ("Development Corporation Act") (hereinafter, "the Act").

**ARTICLE THREE**  
**DURATION**

Subject to the provisions of Article Fourteen hereof, the period of duration of the Corporation is perpetual.

**ARTICLE FOUR**  
**PURPOSE AND LIMITATIONS**

(a) The Corporation is organized exclusively for the purposes of benefitting and accomplishing public purposes of, and to act on behalf of, the Town, and the specific purposes for which the Corporation is organized, is to use economic development resources as provided by law, to encourage and promote the general economic welfare of the Town and its residents and businesses using the ways and means authorized by the state legislature, by the Act and its amendments, and the ordinances of the Town. The Corporation may expend resources and/or offer approved incentives for various business facilities, and for the enhancement of the community through the development and/or expansion of public improvements, such as, but not limited to, parks, tourism, and entertainment facilities. The Corporation may also assist in certain public facilities, transportation and infrastructure improvements, or other business-related improvements relating to existing or anticipated business. The Corporation may finance and undertake any such project, subject to the regulations and limitations set forth in Section 4B of the Act and an election held in the Town on January 15, 2000. The Corporation is authorized to issue bonds as permitted by the Act, provided, however, 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 Council. The Corporation is a constituted authority and a public instrumentality within the meaning of the Act, the regulations, the United States Treasury Department, the rulings of the Internal Revenue Service 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 Town 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 general laws of the State of Texas to nonprofit corporations under the Texas Non-Profit Corporation Act, as amended, Chapter 22, 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 Town, 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 Council and to the extent allowed by state law. However, for the purposes of the Texas Tort Claims Act, as amended (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code), the Corporation is a governmental unit and its actions are governmental functions.

(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 Town, 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 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 Council.

(b) 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 Council required by paragraph (a) above.

(c) 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 Town. Any agreement entered into by the Corporation shall contain language substantially to the effect that any grant, conveyance, transfer, mortgage, encumbrance, pledge or assignment of property owned by the Town is prohibited.

## **ARTICLE SIX MEMBERS**

The Corporation has no members and is a nonstock corporation.

## **ARTICLE SEVEN SALES TAX**

Upon receipt from the Town 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 may be amended and 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 in the Articles of Incorporation 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:

(1) The members of the Board of Directors of the Corporation shall file with the 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 Council shall consider such application and, if it shall, by ordinance, duly find and determine that it is advisable that the proposed amendments be made it shall approve the form of the proposed amendments. 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 such amendments to the Secretary of State; or

(2) The 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 constitutions and laws of the impairment of contracts entered into by the Corporation) by ordinance adopting the amendment to these Articles of Incorporation or articles of dissolution at a meeting of the Council, and delivering articles of amendment or dissolution to the Secretary of State, as provided in the Act. Restated Articles of Incorporation may be filed with the Secretary of State as provided in the Act without the consent of the Council.

**ARTICLE NINE  
ADDRESS**

The street address of the initial registered office of the Corporation is #2 Mecca Drive, San Antonio, Texas 78232, and the Mayor/Executive Director shall serve as registered agent for the Corporation.

**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 Council. The terms of the initial board of directors shall be as follows: Three (3) of the directors shall be appointed to terms expiring September 30, 20\_\_ and four (4) of the directors shall be appointed to terms expiring September 30, 20\_\_. Thereafter, the terms of directors shall be two (2) years, expiring on September 30 of odd numbered and even numbered years, respectively. Directors may be appointed to succeed themselves. Each director must be a resident of the Town and the directors must not be employees or officers of the Town or members of the Council. Any director who is elected as a member of the Council shall cease to be a director at the time he or she takes the oath of office of the Council. 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 Town.

(b) Each director, is and must be, a qualified elector of the Town. Each director, including the current directors, shall be eligible for reappointment. Each director shall serve until a successor is appointed. Directors are removable by the Council at any time with or without cause. The Town Secretary shall maintain a current roster listing the names of each Director and the date on which the term of each Director is due to expire. The roster, as may be amended from time to time as membership changes, is hereby incorporated herein by reference and shall be attached hereto as "Addendum A."

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

(d) **Vacancy.** Any vacancy occurring on the board of directors (by reason of death, resignation, or otherwise) shall be filled by appointment by the Council of a person who shall hold office until the expiration of the term. If a Director fails, for any reason, to attend more than three (3) regular meetings within any 12-month period, that member shall be considered for replacement. The Executive Director shall place the item on the subsequent Town Council agenda for action.

(e) **Officers.** The board of directors shall elect a president, vice president, secretary and any other officers that the Corporation considers necessary, to serve as executive officers of the Corporation, as more specifically provided in the Corporation's Bylaws. The term of each officer's office shall expire on September 30 of each year. The Mayor, or his designee, shall serve as the

Executive Director of the Corporation to provide administrative support services for the Corporation, but the Executive Director shall not be a member of the board of directors.

(f) 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 Open Records Act, as amended, Texas Government Code, Chapter 552.

**ARTICLE ELEVEN  
BYLAWS**

The initial Bylaws of the Corporation have been approved by the Council and shall be adopted by the Corporation's board of directors 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 these Articles of Incorporation.

**ARTICLE TWELVE  
INCORPORATORS**

The name and street address of each incorporator are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Robert Sims	212 Voigt Hollywood Park, Texas 78232
2.	Marquetta Pitts	110 Casa del Vista Hollywood Park, Texas 78232
3.	Rebekah Janowski	124 Sterling Browning Hollywood Park, Texas 78232

Each incorporator is a qualified elector of the Town.

### **ARTICLE THIRTEEN COUNCIL APPROVAL**

The Town has specifically authorized the Corporation by ordinance to act on its behalf to further the public purposes stated in said Ordinance and these Articles of Incorporation, and the Town has by said Ordinance, dated February 15, 2000, approved these Articles of Incorporation. A copy of such Ordinance is on file among the permanent public records of the Town and the Corporation.

### **ARTICLE FOURTEEN DISSOLUTION**

(a) The Corporation shall not be dissolved, and its business shall not be terminated, by act of the 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 the Act is eligible for termination in accordance with the provisions of the Act.

(b) No action shall be taken pursuant to paragraph (a) of this Article or pursuant to paragraph (b) of Article Sixteen of these Articles, 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.

### **ARTICLE FIFTEEN NOT 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:

(1) 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 (2);

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

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

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

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

**ARTICLE SIXTEEN**  
**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 be 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, and lease payments received 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 4(a) of these Articles.

(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 Town after satisfaction of debts and claims.

(d) 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.



\_\_\_\_\_  
Name:

\_\_\_\_\_  
Name:

\_\_\_\_\_  
Name:

THE STATE OF TEXAS                   §  
  §  
COUNTY OF BEXAR                   §

I, the undersigned, a Notary Public, do hereby certify that on this \_\_\_\_\_ day of \_\_\_\_\_, 2023, personally appeared \_\_\_\_\_, \_\_\_\_\_, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing documents as incorporators, and that the statements therein contained are true.

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

\_\_\_\_\_  
Notary Public, State of Texas

My commission expires:

\_\_\_\_\_  
(Typed or printed name of Notary)