

**ARTICLES OF INCORPORATION
OF
MANSFIELD PARK FACILITIES 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 Mansfield, 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., as amended (the "Act"), with the approval of the City Council (the "City Council") of the City, do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE ONE

The name of the Corporation is "Mansfield Park Facilities 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 Article Eleven of these Articles, the period of duration of the Corporation is perpetual.

ARTICLE FOUR

- (a) The purpose of the Corporation is to promote economic development within the City and the State of Texas in order to eliminate unemployment and underemployment, and to promote and encourage employment and the public welfare of, for, and on behalf of the City by developing, implementing, providing, and financing projects under the Act and as defined in Section 4B of 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 through the issuance or execution of bonds, notes, and other forms of debt instruments, and to acquire, maintain, and lease and 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 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 prescribed and promulgated thereunder.
- (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 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, Article 1396-1.01, et seq., Vernon's Ann. Civ. SL, as amended.

- (d) 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. However, for the 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.
- (e) 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 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

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

ARTICLE SIX

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, 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 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.

- (c) The board of directors of the Corporation shall not have any power to amend these Articles of Incorporation except in accordance with the procedures established in paragraph (b) of this Article.

ARTICLE SEVEN

The street address of the initial registered office of the Corporation is the City Hall, 1305 East Broad Street, Mansfield, Texas 76063-1896, and the name of its initial registered agent at such address is TommieMcGovern-Johnson.

ARTICLE EIGHT

The affairs of the Corporation shall be managed by a board of directors which shall be composed of seven (7) persons appointed by the City Council, who are residents of the City. At least three members shall be persons who are not members of the City Council and who are not employees or officers of the City. The City Council may also appoint one (1) alternate director who must meet all qualifications of regular directors imposed by law and shall serve only in the absence of a regular director. The names and street addresses of the persons who are to serve as the initial directors of the respective classes and the dates of expiration of their initial terms as directors, are as follows:

NAMES	ADDRESSES	DATE OF EXPIRATION OF TERM	CLASS OF DIRECTOR
Jim Cockrell	1305 East Broad Street Mansfield, Texas 76063-1896	March 10, 1994	Council member
Rusty Burris	1305 East Broad Street Mansfield, Texas 76063-1896	March 10, 1994	Council member
Tom Fraser	1305 East Broad Street Mansfield, Texas 76063-1896	March 10, 1994	Council member
McClendon Moody	1305 East Broad Street Mansfield, Texas 76063-1896	March 10, 1994	Council member
Richard Wood	1305 East Broad Street Mansfield, Texas 76063-1896	March 10, 1994	Citizen member
Don Barg	1305 East Broad Street Mansfield, Texas 76063-1896	March 10, 1994	Citizen member
Steve Baker	1305 East Broad Street Mansfield, Texas 76063-1896	March 10, 1994	Citizen member

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 must be appointed for a term of two (2)

years. If a director of the Council member Class shall cease to be a member of the City Council, such event shall constitute an automatic resignation as a director and such vacancy shall be filled in the same manner as for other vacancies of the same class. Any vacancy occurring on the board of directors through death, resignation or otherwise shall be filled by appointment by the City Council to hold office until the expiration of the vacating member's term.

ARTICLE NINE

The name and street address of each incorporator are:

Name	Address
Clayton W. Chandler	1305 East Broad Street Mansfield, Texas 76063-1896
Tommie McGovern-Johnson	1305 East Broad Street Mansfield, Texas 76063-1896
Kathryn Howard	1305 East Broad Street Mansfield, Texas 76063-1896

ARTICLE TEN

- (a) The initial bylaws of the Corporation shall be in the form and substance approved by the City Council in its resolution approving these Articles of Incorporation. Such bylaws 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 bylaws nor any subsequently effective bylaws of the Corporation may be amended without the consent and approval of the City Council. The board of directors of the Corporation shall make application to the City Council for the 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 ELEVEN

- (a) 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 paragraphs (b) and (c) of this Article.
- (b) 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.
- (c) No action shall be taken pursuant to paragraphs (a) and (b) of this Article or pursuant to paragraph (b) of Article Twelve 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 TWELVE

- (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 and lease payments received in connection with projects financed pursuant to Section 4B of the Act shall be paid to the City. All sales and use taxes collected for the account of the Corporation 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.
- (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 or provision for satisfaction of all debts, claims, and contractual obligations, including any contractual obligations granting rights of purchase of property of the Corporation.
- (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 of or in opposition to any candidate for public office.

ARTICLE THIRTEEN

The City has specifically authorized the Corporation by resolution to act on its behalf to further the public purposes stated in said resolution and in these Articles of Incorporation, and the City has by said resolution approved these Articles of Incorporation. A copy of said resolution is on file among the permanent public records of the City and the Corporation.