

**CERTIFICATE OF FORMATION
FOR
THE HIDALGO COUNTY REGIONAL FOREIGN TRADE ZONE**

We, the undersigned natural persons, of the age of 18 years or more, acting as incorporators of a nonprofit corporation under the Texas Nonprofit Corporation Law adopt the following Certificate of Formation (the "Certificate"):

ARTICLE I - NAME

The name of the Corporation is Hidalgo County Regional Foreign Trade Zone.

ARTICLE II - DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III - PURPOSE

The Corporation is organized and shall be operated exclusively as a business league, is not organized for profit, and no part of the net earnings will inure to the benefit of any private shareholder or individual, within the meaning of 26 U.S. Code, Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); hereinafter referred to as Section 501(c)(6) and within such limits, to operate as a foreign trade zone (the "HCRFTZ") in accordance with applicable state and federal statutes for the following purposes:

1. To promote the competitiveness of businesses within HCRFTZ;
2. To promote activities involving domestic operations within the HCRFTZ;
3. To facilitate and expedite trade, retain and create jobs, encourage investment, manufacturing and logistics within the HCRFTZ;
4. Improve business conditions of international commerce within the meaning of Section 501(c)(6);
5. Improving channels of communication and understanding between the municipalities of Donna, Pharr, Edinburg, Weslaco, and the County of Hidalgo and their executive departments and agencies, and HCRFTZ operators and users;
6. Promoting, stimulating and improving the HCRFTZ and its usage as an integral and valuable tool in the international commerce of the United States.

ARTICLE IV - MEMBERS

The Corporation shall have five (5) members.

ARTICLE V - ASSETS

No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the Corporation and to make payments and distributions in furtherance of the purpose and objects set forth in Article III hereof. The only distributions made are those allowable under 501(c)(6).

ARTICLE VI - BOARD OF DIRECTORS

The regulation of the internal affairs of the Corporation shall be carried on through its Board of Directors and prescribed according to its Bylaws; the manner of their election or appointment, other than the initial Board of Directors provided for herein, shall be provided in the Bylaws.

ARTICLE VII - PRIVATE PROPERTY

The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE VIII - NONPROFIT

Notwithstanding any other provision of this Certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or the Texas Nonprofit Corporation Law.

ARTICLE IX - DISSOLUTION

Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws). The amount of such distribution and the organization of organizations to which such distribution is made shall be determined by the Board of Directors.

ARTICLE X - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office is: 100 East Cano, Suite 204 Edinburg, Texas 78537 and the registered agent of the Corporation at the office is Ramon Garcia.

ARTICLE XI - AMENDMENTS

The Corporation reserves the right to amend, change or repeal any provision contained in these Articles or to merge or consolidate this Corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the Corporation is formed, and all rights herein conferred or granted shall be subject to this reservation. Any amendment, change or repeal of any provision in the Corporation will be by a simple majority of the members.

ARTICLE XII-MANAGEMENT

The management of the affairs of the Corporation is vested in the Board of Directors. The number of directors constituting the initial Board of Directors is six (6). The number of directors may be changed in the manner set forth in the Bylaws, provided that the number shall not be less than three (3). The names and addresses, of the persons who are to serve as the directors until the first annual meeting of members or until their successors are elected and qualified are:

1. David Suarez (Mayor, City of Weslaco)
255 S. Kansas
Weslaco, Texas 78596
2. Richard Garcia (Mayor, City of Edinburg)
415 W. University Dr.
Edinburg, Texas 78541
3. Ambrosio Hernandez (Mayor, City of Pharr)
118 S. Cage
Pharr, Texas 78577
4. Irene Munoz (Mayor, City of Donna)
307 S. 12th Street
Donna, Texas 78537
5. Ramon Garcia (County Judge, County of Hidalgo)
100 E. Cano, 2nd Floor
Edinburg, Texas 78549

6. _____ (City Commissioner, City of Weslaco)
255 S. Kansas
Weslaco, Texas 78596

ARTICLE XIII - INCORPORATORS

The name and address, including street and number, of each incorporator is:

1. David Suarez-255 S. Kansas, Weslaco, Texas 78596
2. Richard Garcia-425 W. University Drive, Edinburg, Texas 78541
3. Ambrosio Hernandez-118 S. Cage, Pharr, Texas 78577
4. Irene Munoz – 307 S. 12th Street, Donna, Texas, 78537
5. Ramon Garcia – 100 E. Cano, 2nd Floor, Edinburg, Texas 78549

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation as of this _____ day of _____, 2017.

INCORPORATORS:

David Suarez

Richard Garcia

Ambrosio Hernandez

Irene Munoz

Ramon Garcia