

ARTICLES OF INCORPORATION  
OF  
SAN GABRIEL INDUSTRIAL DEVELOPMENT CORPORATION

THE STATE OF TEXAS	§
	§
COUNTY OF WILLIAMSON	§

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 Williamson County, Texas (which is a duly established County under the Texas Constitution), acting as incorporators of a public instrumentality and nonprofit industrial development corporation (the "Corporation") under the "Development Corporation Act of 1979, Article 5190.6, Vernon's Texas Civil Statutes, as amended," with the approval of the governing body of Williamson County, Texas (the "County") as evidenced by the Resolution attached hereto and made a part hereof for all purposes, do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE ONE

The name of the Corporation is San Gabriel Industrial Development Corporation.

ARTICLE TWO

The Corporation is a nonprofit corporation, and is an industrial development corporation under Article 5190.6, Vernon's Texas Civil Statutes, as amended.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The Corporation is organized exclusively for the purposes of benefiting and accomplishing public purposes of, and to act on behalf of, the County, and the specific purposes for which the

Corporation is organized and may issue bonds on behalf of the County are the promotion and development of commercial, industrial, manufacturing enterprises and projects that encourage employment and the public welfare, pursuant to the Article 5190.6, Vernon's Texas Civil Statutes, as amended. The Corporation is a constituted authority and a public instrumentality within the meaning of the regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to Section 103 of the Internal Revenue Code of 1954, as amended, and the Corporation is authorized to act on behalf of the County as provided in these Articles of Incorporation. However, the Corporation is not a political subdivision or political corporation of the State of Texas within the meaning of its constitution and laws, including without limitation, Article III, Section 52 of said constitution, and no agreements, bonds, debts or obligations of the Corporation are or shall ever be deemed to be the agreements, bonds, debts or obligations, or the lending of credit, or a grant of public money or thing of value, of or by the County, 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.

#### ARTICLE FIVE

The Corporation has no members and is a nonstock corporation.

#### ARTICLE SIX

These Articles of incorporation may at any time and from time to time be amended as provided in Article 5190.6, Vernon's Texas Civil Statutes, as amended, so as to make any changes therein and add any provisions thereto which might have been included in the Articles of Incorporation in the first instance. Any such amendment shall be effected in either of the following manners: (i) the members of the board of directors of the Corporation shall file with the Commissioners Court of the County a written application requesting approval of the amendments to

the Articles of Incorporation, specifying in such application the amendments proposed to be made, such Commissioners Court shall consider such application and, if it shall by appropriate resolution duly find and determine that it is advisable that the proposed amendments be made and shall approve the form of the proposed amendments, then the board of directors of the Corporation may amend the Articles of Incorporation by adopting such amendments at a meeting of the board of directors and delivering articles of amendment to the Secretary of State, or (ii) the Commissioners Court of the County 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 Article 5190.6, Vernon's Texas Civil Statutes, as amended, and subject to any limitation provided by the constitutions and laws of the State of Texas and the United States of America on the impairment of contracts entered into by the Corporation) by written resolution adopting the amendment to the Articles of Incorporation of the Corporation or articles of dissolution at a meeting of the Commissioners Court of the County and delivering articles of amendment or dissolution to the Secretary of State, as provided in Article 5190.6, Vernon's Texas Civil Statutes, as amended. Restated Articles of Incorporation may be filed with the Secretary of State as provided in Article 5190.6, Vernon's Texas Civil Statutes, as amended.

#### ARTICLE SEVEN

The street address of the initial registered office of the Corporation is Williamson County Courthouse, 710 Main Street, Georgetown, Texas 78626, and is within the boundaries of the County, and the name of its initial registered agent at such address is Jana Duty, who is an individual resident of the State of Texas.

#### ARTICLE EIGHT

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 governing body of the County. The number of directors constituting the initial board of directors is five. The names and street addresses of the persons who are to serve as the initial directors and the dates of expiration of their initial terms as directors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>DATE OF EXPIRATION OF TERM</u>
Dan Gattis	710 Main Street, Suite 101 Georgetown, Texas 78626	January 27, 2015
Lisa Birkman	400 West Main Street, Suite 216 Round Rock, Texas 78664	January 27, 2015
Cynthia Long	350 Discovery Blvd, Suite 201 Cedar Park, Texas 78613	January 27, 2015
Valerie Covey	3010 Williams Drive, Suite 153 Georgetown, Texas 78628	January 27, 2015
Ron Morrison	350 Exchange Blvd, Bldg 100 Hutto, Texas 78634	January 27, 2015

Each director, including the initial directors, shall be eligible for reappointment. Directors are removable by the Commissioners Court of the County for cause or at will, and must not be appointed for a term in excess of six 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 Commissioners Court of the County to hold office until the expiration of the term.

#### ARTICLE NINE

The name and street address of each incorporator are:

NAME

ADDRESS

## ARTICLE TEN

The County has specifically authorized the Corporation by Resolution to act on its behalf to further the public purposes stated in said Resolution and these Articles of Incorporation, and the County has by said Resolution approved these Articles of Incorporation. A copy of said Resolution is attached to these Articles of Incorporation and made a part hereof for all purposes.

## ARTICLE ELEVEN

No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses shall be distributed to or inure to the benefit of its directors or officers or any individual, firm, corporation or association, except that in the event the board of directors shall determine that sufficient provision has been made for the full payment of the expenses, bonds and other obligations of the Corporation, then any net earnings of the Corporation thereafter accruing shall be paid to the County. No part of the Corporation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in, (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE TWELVE

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 County after satisfaction or provision for satisfaction of debts and claims.

INCORPORATORS

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