

AUG 20 1990

Corporations Section

ARTICLES OF INCORPORATION
OF
KILLEEN ECONOMIC DEVELOPMENT CORPORATION

THE STATE OF TEXAS)
)
COUNTY OF BELL)

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 City of Killeen, Texas (which is a duly established City under the Texas Constitution), acting as incorporators of a public instrumentality and nonprofit economic development corporation (the "Corporation") under the "Development Corporation Act of 1979," Article 5190.6, Vernon's Annotated Texas Civil Statutes, with the approval of the governing body of the City of Killeen, Texas (the "City") 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 Killeen Economic Development Corporation.

ARTICLE TWO

The Corporation is a nonprofit corporation, and is an economic development corporation under the Development Corporation

Act of 1979, Article 5190.6, Vernon's Annotated Texas Civil Statutes.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The Corporation is organized exclusively and may issue bonds for the purposes of accomplishing public purposes and acting on behalf of the City; and the specific purposes for which the Corporation is organized and may issue bonds on are the promotion and development of commercial, industrial, and manufacturing enterprises to promote and encourage employment and the public welfare, pursuant to the Development Corporation Act of 1979, Article 5190.6, Vernon's Annotated Texas Civil Statutes. The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions described in the Development Corporation Act of 1979, Article 5190.6, Vernon's Annotated Texas Civil Statutes.

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 City 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 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.

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 the Development Corporation Act of 1979 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 manner:

(i) the members of the board of directors of the Corporation shall file with the governing body of the City a written application requesting approval of the amendments to the Articles of Incorporation, specifying in such application the amendments proposed to be made, such governing body 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 governing body of the City 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 Development Corporation Act of 1979, 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 governing body of the City and delivering articles of amendment or dissolution to the

Secretary of State, as provided in the Development Corporation Act of 1979.

Restated Articles of Incorporation may be filed with the Secretary of State as provided in the Development Corporation Act of 1979.

ARTICLE SEVEN

The street address of the initial registered office of the Corporation is 1 Santa Fe Plaza, P. O. Box 548, Killeen, Texas, 76540 and the name of its initial registered agent at such address is Rick Murphy.

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 City. The number of directors constituting the initial board of directors is nine (9). 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>NAMES</u>	<u>ADDRESSES</u>
<u>Major E. Blair</u>	<u>2000 Stone, Killeen</u>
<u>Fred Latham</u>	<u>1502 Searcy, Killeen</u>
<u>Gordon Adams</u>	<u>805 Alexander, Killeen</u>

<u>Dan Green</u>	<u>2201 E. Rancier, Killeen</u>
<u>Bill Kliever</u>	<u>807 North 8th, Killeen</u>
<u>Cecil Carter</u>	<u>704 North Gray, Killeen</u>
<u>Brad Baine</u>	<u>412 North Gray, Killeen</u>
<u>Howard Watson</u>	<u>210 West Avenue C, Killeen</u>
<u>Jack Hayes</u>	<u>902 Twin Creek Drive, Killeen</u>

Each director, including the initial directors, shall be eligible for reappointment. Directors are removable by the governing body of the City for cause or at will, and shall be appointed in accordance with the Bylaws adopted by the Corporation and approved by the governing body of the City, but in no case shall 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 governing body of the City to hold office until the expiration of the term. Upon the expiration of the terms of the initial board, all members shall be appointed to a term of three (3) years in accordance with the Bylaws adopted and approved.

ARTICLE NINE

The name and street address of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Major Blair	2000 Stone, Killeen
Brad Baine	412 North Gray, Killeen
Dan Green	2201 E. Rancier, Killeen

ARTICLE TEN

The City 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 City 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

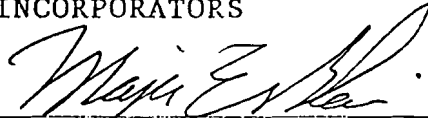
No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses shall be distributed to or inure to the benefit of its directors or officers of any individual, firm, corporation or association, except that in the event the board of directors 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 City.

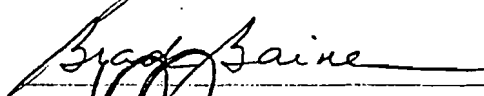
No part of the Corporation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in, (including the publishing or distributing of statements), any political campaign on behalf of or opposition to any candidate for public office.


ARTICLE TWELVE

If the Corporation should ever 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 debts and claims.

INCORPORATORS





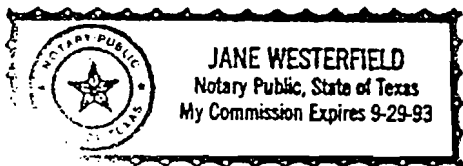


THE STATE OF TEXAS)
)
COUNTY OF BELL)

I, the undersigned, a Notary Public in and for the above County, do hereby certify that on this 15th day of August, 1990, personally appeared Major Blair, Brad Baine, and Dan Green, 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.

Jane Westerfield
Notary Public in and for
Bell County, Texas



My Commission Expires 9-29-93