

**CERTIFICATE OF FORMATION**  
**OF**  
**THE NORTH FORT BEND REDEVELOPMENT AUTHORITY**

We, the undersigned natural persons, each of whom is at least eighteen (18) years of age or more, and a resident and a qualified voter of FORT BEND COUNTY, Texas (the "County") and a citizen of the State of Texas, acting as incorporators of a corporation under the provisions of Subchapter D of Chapter 431, Texas Transportation Code (the "Act") do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is NORTH FORT BEND REDEVELOPMENT AUTHORITY (the "Authority").

**ARTICLE II**

The Authority is a public non-profit corporation.

**ARTICLE III**

The period of duration of the Authority shall be perpetual.

**ARTICLE IV**

The Authority is organized for the purpose of aiding, assisting, and acting on behalf of the County in the performance of its governmental functions to promote the common good and general welfare of the area represented in the attached map (Exhibit 1), also known as the target development area, which area may be expanded from time to time, to promote, develop, encourage and maintain housing, educational facilities, employment, commerce and economic development in the County.

The Authority is further organized to aid, assist and act on behalf of the County:

(a) in the development of the land in the target development area, including road construction;

(b) in the development of a policy to finance development of residential property, educational facilities, commercial property, and park property and open spaces in the target development area; and,

(c) in assisting with or financing any other economic development project or initiative in the target area.

The Authority is formed pursuant to the provisions of the Act as it now or may hereafter be amended from time to time.

The Authority shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of Texas to non-profit corporations incorporated under the Act including, without limitation, Article 1396, Vernon's Texas Civil Statutes.

The Authority shall have all other powers of a like or different nature not prohibited by law which are available to non-profit corporations in Texas and which are necessary or useful to enable the Authority to perform the purposes for which it is created, including the power to issue bonds, notes or other obligations, and otherwise exercise its borrowing power to accomplish the purposes for which it was created, provided that the Authority shall not issue bonds without the consent of the FORT BEND COUNTY COMMISSIONER'S COURT.

The Authority shall have and exercise all the rights and powers, privileges, authority and functions given by the general laws of Texas to non-profit corporations, incorporated under the act, including without limitation Chapter 22, Texas Business Organizations Code.

The Authority is created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Subdivision (2), Section 101.001, Texas Civil Practice and Remedies Code. The operations of the Authority are governmental and not proprietary functions for purposes of the Texas Tort Claims Act, Section 101.001 et seq., Texas Civil Practice and Remedies Code. The Authority shall have the power to acquire land in accordance with the Act as amended from time to time.

#### **ARTICLE V**

The Authority shall have no members and shall have no stock.

#### **ARTICLE VI**

All powers of the Authority shall be vested in a Board consisting of Five (5) persons. The initial directors of the Authority ("Director" or "Directors") shall be those persons named in Article VIII. Each initial Director named in Article VIII hereof shall serve for the term prescribed in the Bylaws. Subsequent Directors shall be appointed by position to the Board as prescribed in the Bylaws. Except as provided in the Articles of Incorporation, each Director shall serve for the term provided in the Bylaws. Any Director may be removed from office at any time, with or without cause, by the FORT BEND COUNTY COMMISSIONER'S COURT.

The Chairperson shall be the same person designated as the Director in Position One, as set forth in Article VIII.

In addition, the Board of Directors of the Authority may designate one or more representatives of either Fort Bend County Municipal Utility District No. 50, or other political subdivisions as ex officio, non-voting members of the Board of Directors.

All other matters pertaining to the internal affairs of the Authority shall be governed by the Bylaws of the Authority, so long as such Bylaws are not inconsistent with these Articles of Incorporation, or the laws of the State of Texas.

## ARTICLE VII

The street address of the initial registered office of the Authority is: 5523 Spellman, Houston, Texas 77096, and the name of its initial registered agent at such address is Bill Calderon.

## ARTICLE VIII

The number of Directors initially constituting the Board is five (5). The names, addresses, and positions of the five (5) initial Directors, each of whom resides within Fort Bend County are as follows:

### Name and Address

Hal Marshall 7735 Shady Way Drive Sugar Land, Texas 77479	Position One
Malcolm Bailey 5818 Beverly Hill, Suite 200 Houston, Texas 77057	Position Two
Rick Harsh 1734 Berkoff Drive Sugar Land, Texas 77479	Position Three
Richard Tate 29102 Walker Lane Richmond, Texas 77406	Position Four
Walter Sass 2707 Autumn Lakes Dr. Katy, Texas 77454	Position Five

## ARTICLE IX

The names and street addresses of the incorporators, each of whom resides within the County are as follows:

Robert B Ferguson, Jr.  
20302 Parker Bend Ln.  
Richmond, Texas 77407

Christopher Corey Ferguson  
718 Santa Maria  
Sugarland 77478

Tammy Huynh  
20606 College Heath Ln  
Richmond, Texas 77407

## **ARTICLE X**

The FORT BEND COUNTY COMMISSIONER'S COURT pursuant to official vote taken on \_\_\_\_\_, 2019, approved the form of these Articles of Incorporation and authorized the Authority to aid and assist the FORT BEND COUNTY to further the public purpose stated in Article IV of these Articles of Incorporation.

## **ARTICLE XI**

No Director shall be liable to the Authority for monetary damages for an act or omission in the Director's capacity as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Authority, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the Director received an improper benefit, whether or not the benefit resulted from an act taken within the scope of the Director's office, or (iv) for acts or omissions for which the liability of a Director is expressly provided by statute. Any repeal or amendment of this Article by the Directors shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director existing at the time of such repeal or amendment. In addition to the circumstances in which a Director is not personally liable as set forth in the preceding sentences, a Director shall not be liable to the fullest extent permitted by any amendment to the Texas statutes hereafter enacted that further limits the liability of a Director.

## **ARTICLE XII**

In accordance with the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the Authority: (a) shall not permit any part of the net earnings of the Authority to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Authority in effecting one or more of its purposes); (b) shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; (c) shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; and (d) shall not attempt to influence the outcome of any election for public office or to carry on, directly or indirectly, any voter registration drives. Any income earned by the Authority after payment of reasonable expenses, debt and establishing a reserve shall accrue to the COUNTY. No part of the Authority's income shall inure to the benefit of any private interests.

The County shall at all times have an unrestricted right to receive any income earned by the Authority, exclusive of amounts need to cover reasonable expenditures and reasonable reserves for future activities.

If the Board of Directors determines by resolution that the purposes for which the Authority was formed have been substantially met and all bonds issued by and all obligations incurred by the Authority have been fully paid, the Board shall execute a certificate of dissolution which states those facts and declares the Authority dissolved in accordance with the requirements of Section 394.026 Texas Local Government Code, or with applicable law then in existence. In the event of dissolution or liquidation of the Authority, all assets will be turned over to the County for disposition, and any revenues deemed surplus shall be deposited into the FORT BEND COUNTY

General Fund.

**ARTICLE XIII**

If the Authority is a private foundation within the meaning of Section 509(a) of the Code, the Authority: (a) 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; (b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and (e) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE XIV**

The FORT BEND COUNTY COMMISSIONER’S may at any time consider and approve an order directing the Board to proceed with the dissolution of the Authority, at which time the Board shall proceed with the dissolution of the Authority in accordance with applicable state law. The failure of the Board to proceed with the dissolution of the Authority in accordance with this Section shall be deemed a cause for the removal from office of any or all of the Directors as permitted by Article VI of these Articles of Incorporation.

**ARTICLE XV**

These Articles may not be changed or amended unless approved by the FORT BEND COUNTY COMMISSIONER’S COURT.

IN WITNESS WHEREOF, we have hereunto set our hands this \_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Robert B. Ferguson, Jr., Incorporator

THE STATE OF TEXAS                    '  
COUNTY OF FORT BEND                '

BEFORE ME, the undersigned authority, on this day personally appeared \_\_\_\_\_, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the \_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Notary Public in and for  
The State of Texas

(SEAL)

