

RESOLUTION NO. 2024-008

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF AMES, TEXAS, APPROVING THE CERTIFICATE OF FORMATION OF THE CITY OF AMES ECONOMIC DEVELOPMENT CORPORATION, AND AUTHORIZING THE FILING OF THE CERTIFICATE OF FORMATION WITH THE SECRETARY OF STATE.

WHEREAS, the City of Ames, Texas ("City") desires to create a Type B Economic Development Corporation under the Development Corporation Act for the purpose of promoting economic development within the City; and

WHEREAS, the City Council has authorized the creation of the City of Ames Economic Development Corporation (the "Corporation"); and

WHEREAS, the Council has approved the Bylaws and Articles of Incorporation for the Corporation; and

WHEREAS, the Certificate of Formation has been prepared in accordance with the provisions of the Texas Development Corporation Act (Texas Local Government Code, Chapters 501 and 505) and reflects the governance and purposes of the City of Ames Economic Development Corporation ("Corporation"); and

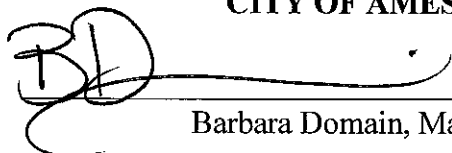
WHEREAS, the City Council has reviewed the Certificate of Formation and finds that it is in the best interest of the City to approve the Certificate of Formation and authorize the filing of the Certificate with the Texas Secretary of State;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AMES, TEXAS:

1. The Certificate of Formation for the City of Ames Economic Development Corporation, which is attached hereto as *Exhibit A*, and incorporated herein for all purposes, is hereby approved.
2. This Resolution shall take effect immediately upon its passage.

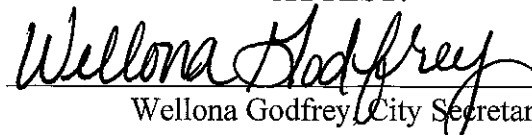
PASSED and APPROVED this the 8TH day of October 2024.

CITY OF AMES:



Barbara Domain, Mayor

ATTEST:



Wellona Godfrey City Secretary

CERTIFICATE OF FORMATION
OF
CITY OF AMES ECONOMIC DEVELOPMENT CORPORATION

The undersigned, a natural person(s) being at least 18 years of age and a resident of the City of Ames, Texas; a resident of the county in which the major part of the municipality is located; or reside within ten (10) miles of the municipalities boundaries, acting on behalf of the non-profit economic development corporation (the "Corporation"), with the approval of the City Council ("City Council") of the City of Ames, Texas (the "City"), hereby adopts the following Certificate of Formation for the Corporation:

The prior certificate of formations filed with the Texas Secretary of State, using Form 202, did not contain all of the requirements to form an Economic Development Corporation under the Local Government Code. Therefore, the purpose of this written Certificate of Formation is to satisfy the requirements of Local Government Code Section 501.056. This written Certificate of Formation accurately reflects the governance of the Corporation as authorized by the City Council of Ames, Texas, in the adopted Articles of Incorporation and Bylaws, attached hereto.

ARTICLE ONE
NAME

The name of the corporation is "City of Ames Economic Development Corporation."

ARTICLE TWO
AUTHORIZATION

The Corporation is a non-profit economic development corporation organized under the Development Corporation Act of 1979, as amended, Article 5190.6, Vernon's Ann. Civ. St., Section 4B. The Corporation is a Type B (formerly §4B) economic development corporation governed by the Development Corporation Act as provided for in the Texas Local Government Code, Chapters 501 and 505 (the "Act").

ARTICLE THREE
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE FOUR
MEMBERS

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

ARTICLE FIVE
PURPOSE, POWERS, AND LIMITATIONS

A. The Corporation is organized exclusively for the public purposes authorized in the Development Corporation Act and with the approval of each project by the Ames City Council. The Development Corporation is authorized to acquire grants and loans, study and fund all permissible projects prescribed in the Development Corporation Act and for the promotion and development of new or expanded business enterprises, and any other purpose authorized by the Development Corporation Act, including, but not limited to land, buildings, equipment, facilities, and related area transportation facilities, and related roads, streets, and water and sewer facilities, and other related improvements that enhance and of those items; or promotion and development of new or expanded business enterprises and any projects related thereto, including a project to provide public safety facilities, streets and roads, drainage and related improvements, demolition of existing structures, general municipally owned improvements or facilities that are related to any of those projects and any other project that the board in its discretion determines, promotes or develops now or expanded business enterprises, and maintenance and operations costs associated with all of the above projects. The corporation shall also provide a means to help eliminate or lessen neighborhood tensions, prejudice and discrimination, community deterioration, and relief of the poor and distressed or underprivileged.

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, lease and sell property, and interest therein, all to be done and accomplished on behalf of the City, for its benefit, to accomplish its public and governmental purposes as its duly constituted authority and public instrumentality pursuant to the Act, under and within the meaning of the Internal Revenue Code of 1986, as amended, and the applicable regulation 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 the Articles of Corporation, together with all of the other powers granted to the Corporation, that are incorporated under the Act, and that are applicable to the Corporation as a Type B corporation under the Act, and to the extent 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, Article 1396-1.01, *et seq.*, Vernon's Ann. Civ. Stat., as amended.

D. 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 for a Type B corporation under 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. The Corporation, directors of the Corporation, the City creating the Corporation, members of the governing body of the City, employees of the Corporation and employees of the City are not and shall not be liable for damages arising from the performance of any governmental function of the Corporation or City. For 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.

ARTICLE SIX FINANCING

A. Before the consummation of the initial delivery of any bonds, notes, or other forms of debt instruments, the Corporation shall obtain approval by the City Council.

B. In the exercise of the powers of the Corporation, the Corporation may enter into loan, lease, trust, or other agreements, as authorized by the Local Govt. Code, that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements, the specific uses, and the methods of withdrawal and expenditure of the proceeds of the bonds, notes, or other debt instruments must be included as a part of the approval process of the Council required by paragraph (A) above.

C. In the exercise of the powers of the Corporation, the Corporation may not enter into any loan, lease, trust, or other agreement the effect of which would grant, convey, transfer, mortgage, encumber, pledge, or assign a security interest or any other interest in any property owned by the City. Any agreement entered into by the Corporation shall contain language substantially to the effect that any grant, conveyance, transfer, mortgage, encumbrance, pledge, or assignment of property owned by the City is prohibited. No bonds, notes, or other debt instruments or other obligations, contracts, or agreements of the Corporations are or shall ever be deemed to be or constitute the contracts, agreements, bonds, notes, or any other debt instruments or other obligations, or the lending of credit, or a grant of the public money or things of value, belonging to, or by, the State of Texas, or the City, or any other political corporation, subdivision or agency of the State of Texas, or a pledge of the full faith and credit of any of them. Any and all of such contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act for a Type B corporation and such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

ARTICLE SEVEN REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of the Corporation is Wellona Godfrey, an individual resident of the state. The address of the registered agent and office is 304 Martin Street, Ames, Texas 77575. This address shall also serve as the principal address of the Board.

ARTICLE EIGHT BOARD OF DIRECTORS

A. The affairs of the Corporation shall be managed by a Board of Directors (the "Directors") which shall be composed of seven (7) persons appointed by the City Council. A majority of the entire Board of Directors, including any vacancies, is a quorum. The Board shall conduct all meetings within the boundaries of the City. All Directors are appointed to a two-year term, expiring June 10, 2026. The current names and addresses of the persons who serve as initial

Directors until their successors are elected and qualified are as follows:

NAME	ADDRESS
Reggie Rollins	304 Martin Street, Ames, Texas 77575
Giovonni Stewart	304 Martin Street, Ames, Texas 77575
Eddie White	304 Martin Street, Ames, Texas 77575
Jerry Reescano	304 Martin Street, Ames, Texas 77575
John Bennett	304 Martin Street, Ames, Texas 77575
Barbara Lange	304 Martin Street, Ames, Texas 77575
Anthony Landry	304 Martin Street, Ames, Texas 77575

ARTICLE NINE BYLAWS

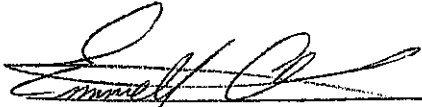
The Corporation's internal affairs shall be regulated by a set of Bylaws, not inconsistent with the laws of this State or with the Articles of Incorporation, which Bylaws shall be approved by the Board of Directors and the City Council. Neither the initial bylaws nor any subsequently effective bylaws of the Corporation may be amended without the consent and approval of the City Council. The approval of any proposed amendments shall not become effective unless and until they are approved by resolution of the City Council.

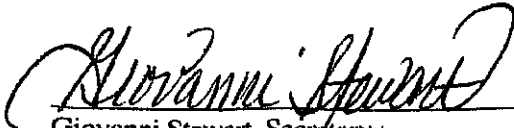
ARTICLE TEN ORGANIZER

The organizer of this Corporation is the City of Ames, Texas. The address of the organizer is 304 Martin Street, Ames, Texas 77575.

ARTICLE ELEVEN AUTHORIZATION

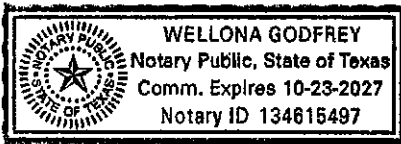
The City has specifically authorized the Corporation by Resolution No. 2024-001; Amendment 001; and Resolution No. 2024-002; Amendment 001, on June 10, 2024, to act on its behalf to further the public purposes stated in said Resolution, Articles of Corporation, Bylaws, and this certificate of formation. The City has by said Resolution No. 2024-008 passed on October 8, 2024, approved the Certificate of Formation. A copy of said Resolution is on file among the permanent public records of the City and the Corporation.



Emmett Albro, President


Giovanni Stewart, Secretary

STATE OF TEXAS §
COUNTY OF LIBERTY §

I, the undersigned authority, do hereby certify that on this 2nd day of October, 2024, personally appeared Emmett Albro and Giovanni Stewart, 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 written above.




Expires: 10/23/2027, Notary Public
In and for the State of Texas