

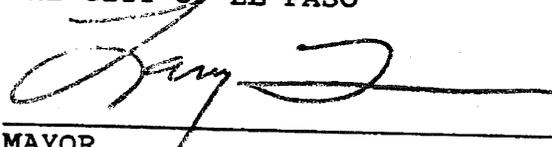
R E S O L U T I O N

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF EL PASO:

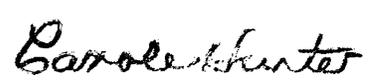
That the Mayor be authorized to sign a resolution and Articles of Amendment to the Articles of Incorporation and related matters in order to increase the number of directors of the Industrial Development Authority, Incorporated from seven (7) members to nine (9) members.

ADOPTED this 21<sup>st</sup> day of December, 1993.

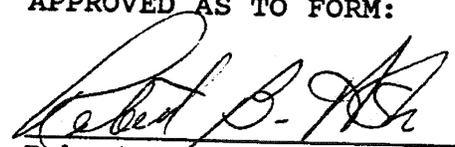
THE CITY OF EL PASO

  
MAYOR

ATTEST:

  
\_\_\_\_\_  
City Clerk

APPROVED AS TO FORM:

  
\_\_\_\_\_  
Robert B. Ash  
Assistant City Attorney

**RESOLUTION APPROVING AMENDMENTS  
TO THE ARTICLES OF INCORPORATION OF CITY OF EL PASO  
INDUSTRIAL DEVELOPMENT AUTHORITY, INCORPORATED AND CONTAINING  
OTHER PROVISIONS RELATING TO THE SUBJECT**

WHEREAS, the Development Corporation Act of 1979, Art. 5190.6, Texas Revised Civil Statutes, authorizes the creation and organization of non-profit, non-member, non-stock corporations to act on behalf of political subdivisions of the State of Texas for the promotion and development of new and expanded industrial and manufacturing enterprises to provide and encourage employment and the public welfare; and

WHEREAS, on August 28, 1979, the City Council of the City of El Paso, Texas by a Resolution approved the creation of City of El Paso Industrial Development Authority, Incorporated; and

WHEREAS, the Secretary of State of Texas on October 18, 1979, accepted for filing the Articles of Incorporation of City of El Paso Industrial Development Authority, Incorporated, a copy of which is attached hereto as Exhibit "A"; and

WHEREAS, Section 17(a) of the Development Corporation Act of 1979, Art. 5190.6, Texas Revised Civil Statutes, authorizes that the Articles of Incorporation may at any time and from time to time be amended in the manner therein prescribed. Further, that such amendment may be effected by members of the Board of Directors of the City of El Paso Industrial Development Authority, Incorporated filing with the governing body of the unit an application in writing, seeking permission to amend the Articles of Incorporation, specifying in such application the amendment or amendments proposed to be made, and that thereafter 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 amendment be made, it shall thereafter authorize that the same be made, and shall approve the form of the proposed amendment, and that thereafter, the Board of Directors of the City of El Paso Industrial Development Authority, Incorporated may amend the Articles of Incorporation by adopting such amendment at a meeting of the Board of Directors and delivering such Articles of Amendment to the Secretary of State of Texas; and

WHEREAS, at a meeting held on December 3, 1993, the Board of Directors of City of El Paso Industrial Development Authority, Incorporated adopted the resolution authorizing that the request be made to the El Paso City Council seeking approval for amendment to its' Articles of Incorporation so as to increase the Board of Directors to nine (9) members from seven (7) members, and that the location of its registered office be changed from 1208 First City National Bank Building, 300 E. Main Drive, El Paso, Texas to 300 E. Main Drive, 7th Floor, El Paso, Texas 79901.

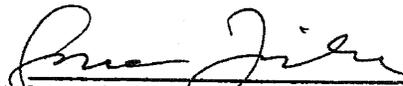
THEREFORE BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF EL PASO, TEXAS:

Section 1. That the City of El Paso, Texas, hereby finds, determines, recites and declares that it is advisable that the proposed Amendments to the Articles of Incorporation of City of El Paso Industrial Development Authority, Incorporated be made and that it hereby authorizes the same be made.

Section 2. That the City Council of the City of El Paso, Texas hereby approves the Articles of Amendment to the Articles of Incorporation of City of El Paso Industrial Development Authority, Incorporated in substantially the form attached hereto as Exhibit "B", and authorizes the Board of Directors of City of El Paso Industrial Development Authority, Incorporated to take the necessary action to amend such Articles of Incorporation by adopting such Amendment at a meeting of the Board of Directors to be held hereafter and thereafter to deliver such Articles of Amendment to the Secretary of State of Texas.

Section 3. That this Resolution shall take effect immediately from and after its adoption.

PASSED AND APPROVED this 21st day of December, 1993.



MAYOR  
CITY OF EL PASO

ATTEST:



CAROLE HUNTER  
CITY CLERK

[SEAL]

**APPLICATION TO THE  
MAYOR AND CITY COUNCIL OF THE  
CITY OF EL PASO, TEXAS FOR PERMISSION  
TO AMEND THE ARTICLES OF INCORPORATION OF CITY OF  
EL PASO INDUSTRIAL DEVELOPMENT AUTHORITY, INCORPORATED**

**WHEREAS**, the Development Corporation Act of 1979, Art. 5190.6, Texas Revised Civil Statutes, authorizes the creation and organization of non-profit, non-member, non-stock corporations to act on behalf of political subdivisions of the State of Texas for the promotion and development of new and expanded industrial and manufacturing enterprises to provide and encourage employment and the public welfare; and

**WHEREAS**, on August 28, 1979, the City Council of the City of El Paso, Texas by a Resolution approved the creation of City of El Paso Industrial Development Authority, Incorporated; and

**WHEREAS**, the Secretary of State of Texas on October 18, 1979, accepted for filing the Articles of Incorporation of City of El Paso Industrial Development Authority, Incorporated, a copy of which is attached hereto as Exhibit "A"; and

**WHEREAS**, Section 17(a) of the Development Corporation Act of 1979, Art. 5190.6, Texas Revised Civil Statutes, authorizes that the Articles of Incorporation may at any time and from time to time be amended in the manner therein prescribed. Further, that such amendment may be effected by members of the Board of Directors of the City of El Paso Industrial Development Authority, Incorporated filing with the governing body of the unit an application in writing, seeking permission to amend the Articles of Incorporation, specifying in such application the amendment or amendments proposed to be made, and that thereafter 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 amendment be made, it shall thereafter authorize that the same be made, and shall approve the form of the proposed amendment, and that thereafter, the Board of Directors of the City of El Paso Industrial Development Authority, Incorporated may amend the Articles of Incorporation by adopting such amendment at a meeting of the Board of Directors and delivering such Articles of Amendment to the Secretary of State of Texas; and

**WHEREAS**, at a meeting held on December 3, 1993, the Board of Directors of City of El Paso Industrial Development Authority, Incorporated adopted the resolution authorizing that the request be made to the El Paso City Council seeking approval for amendment to its' Articles of Incorporation so as to increase the Board of Directors to nine (9) members from seven (7) members, and that the location of its registered office be changed from 1208 First City National Bank Building, 300 E. Main Drive, El Paso, Texas to 300 E. Main Drive, 7th Floor, El Paso, Texas 79901.

**NOW, THEREFORE,** the undersigned Officers of City of El Paso Industrial Development Authority, Incorporated do request that the City Council of the City of El Paso, Texas, adopt the resolution authorizing such amendments to the Articles of Incorporation of City of El Paso Industrial Development Authority, Incorporated as follows:

1. That pursuant to the provisions of Section 17(a) of the Development Corporation Act of 1979, Art. 5190.6, Texas Revised Civil Statutes, that the Articles of Incorporation of such Corporation be amended so as to increase the number of members of the Board of Directors to nine (9) from seven (7), and that its registered office be changed from 1208 First City National Bank Building, 300 E. Main Drive, El Paso, Texas, to 300 E. Main Drive, 7th Floor, El Paso, Texas 79901, pursuant to and in accordance with the form of such Articles of Amendment as are attached hereto as Exhibit "B" and which are incorporated herein by reference thereto for all purposes.

2. That the City Council of the City of El Paso is hereby further requested to adopt the resolution approving such action on the proposed Amendments to the Articles of Incorporation and to further duly find and determine that such action is wise, expedient, necessary or advisable and that the proposed amendments be made, and to authorize that the same be made and that the form of such proposed amendments, as attached hereto, is in all things approved.

**WHEREFORE,** the undersigned respectfully request the Honorable Mayor and City Council of the City of El Paso, Texas, to approve this application in all respects and to grant the relief herein requested and to take such further and additional actions and proceedings as may be deemed necessary and proper in connection therewith.

**RESPECTFULLY SUBMITTED** this 3rd day of December, 1993.

**CITY OF EL PASO INDUSTRIAL DEVELOPMENT  
AUTHORITY, INCORPORATED**

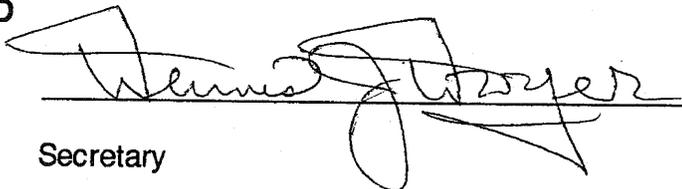
By:



Its: President

**AND**

By:



Its: Secretary

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
CITY OF EL PASO INDUSTRIAL DEVELOPMENT AUTHORITY, INCORPORATED**

Pursuant to the provisions of Section 17(a) of the Development Corporation Act of 1979, Art. 5190.6 (Texas Revised Civil Statutes), the undersigned nonmember, nonstock, nonprofit Corporation adopts the following Articles of Amendment to its Articles of Incorporation, as Amended, which increases the number of its Board of Directors from seven (7) to nine (9) and change the address of its initial registered office.

**ARTICLE ONE**

The name of the Corporation is City of El Paso Industrial Development Authority, Incorporated.

**ARTICLE TWO**

Article VII of the Articles of Incorporation is hereby amended so as to read as follows:

"All powers of the Corporation shall be vested in a Board of Directors consisting of nine (9) persons, each of whom shall be appointed by written Resolution of the governing body of the City of El Paso, Texas, and each of whom shall be a qualified elector of such City. Each Director shall serve for a term of six (6) years or until his or her successor is appointed by the governing body of the City of El Paso, Texas; provided, however, that if the directors shall at anytime also be a member of the governing body of such City, then the term of such director shall never exceed the period for which such director is a member of such governing body. Any director may be removed from office

at any time, with or without cause, by written resolution of the governing body of the City. All vacancies, from whatever cause, shall be filled by the governing body of the City.

"All other matters pertaining to the internal affairs of the Corporation shall be governed by the bylaws of the Corporation, so long as such bylaws are not inconsistent with these Articles of Incorporation, the Development Corporation Act of 1979, or any other law of the State of Texas."

### **ARTICLE THREE**

Article V of the Articles of Incorporation is hereby amended so as to read as follows:

"The street address of the registered office of the Corporation is 300 E. Main Drive, 7th Floor, El Paso, Texas 79901 and the name of the registered agent at such address is Alan V. Rash."

### **ARTICLE FOUR**

The amendment was adopted in the following manner:

After receiving approval by a unanimous vote on December 21, 1993, for such action from the governing body of the City of El Paso, Texas (a copy of the Resolution evidencing such action being attached hereto as an exhibit), the Board of Directors of the Corporation met at a special meeting on January 18, 1994, and by a unanimous vote approved the adoption of the Amendment to the Articles of Incorporation of the Corporation.

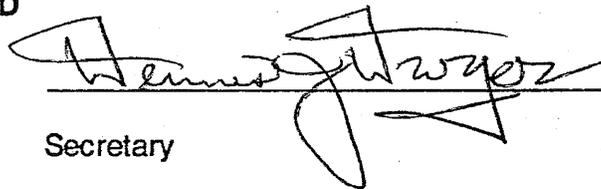
DATED this 18th day of January, 1994.

**CITY OF EL PASO INDUSTRIAL DEVELOPMENT  
AUTHORITY, INCORPORATED**

By:  \_\_\_\_\_

Its: President

**AND**

By:  \_\_\_\_\_

Its: Secretary

STATE OF TEXAS       §  
                                  §  
COUNTY OF EL PASO   §

BEFORE ME, a Notary Public, on this day personally appeared Roy Chapman  
and Dennis J. Dwyer known to me to the persons whose names are subscribed to  
the foregoing document and, being by me duly sworn, declared that the statements  
therein contained are true and correct.

Given under my hand and seal of office this 18th day of January, 1994.

Monica S. Jee  
NOTARY PUBLIC IN AND FOR THE  
STATE OF TEXAS

My Commission Expires:  
7-20-96

[SEAL]