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In the Office of the
Secretary of State of Texas

8CT 10 2011

**ARTICLES OF AMENDMENT TO
KEMAH COMMUNITY DEVELOPMENT CORPORATION
ARTICLES OF INCORPORATION**

Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, we undersigned person, being an officer of KEMAH COMMUNITY DEVELOPMENT CORPORATION, a Texas corporation, certifies that the corporation has adopted the following Articles of Amendment to its Articles of Incorporation of KEMAH COMMUNITY DEVELOPMENT CORPORATION.

- (1) The name of the corporation is KEMAH COMMUNITY DEVELOPMENT CORPORATION.
- (2) Amendments:

**Article Eight
Directors**

Article EIGHT shall be amended to read as follows:

The affairs of the corporation shall be managed by a board of directors, which shall be composed of seven persons appointed by the City Council of the City for two year terms of office. Unless otherwise provided herein, no person shall be appointed director more than three consecutive times. Unless otherwise provided in the chart below, an initial appointment to an unexpired term shall not be counted as a "time" for purposes of counting consecutive appointments but shall be counted if there have been three consecutive appointments to a full two year term. At least one director shall be a person who is a member of the City Council of the City. A director may be removed by the City Council at any time without cause. Henceforth the directors shall be named by City Council and shall serve by numbered positions. The expiration date of the current term of those incumbents shall be and is below adjusted to expire at the end of the month of February of the calendar year of the second year of each respective term. The terms of directors shall be staggered so that all terms do not expire at the same time.

For clarification, the names and addresses of the persons who are currently serving as directors are as follows and their respective terms of office including prior consecutive terms are reflected by position:

<u>POSITION</u>	<u>NAME</u>	<u>ADDRESS</u>	<u>CURRENT TERM ENDS</u>	<u>THIRD*FULL TERM ENDS</u>
ONE	Man Wiggins	P.O. Box 139, Kemah, Texas 77576	Last day of February, 2013	Last day of February, 2019
TWO	David Mowry	1207 Delores, Kemah, Texas 77565	Last day of February, 2013	Last day of February, 2013
THREE	Isaac Saldana	611 Oak Glen, Kemah, Texas 77565	Last day of February, 2013	Last day of February, 2015
FOUR	Kelley Dawson	1404 Leeward Circle, Kemah, Texas 77565	Last day of February, 2014	Last day of February, 2017
FIVE	Brenton Spry	1730 Oak Valley, Kemah, Texas 77565	Last day of February, 2014	Last day of February, 2017

SIX	Dan Cook	606 Oak Glen Dr., Kemah, Texas 77565	Last day of February, 2014	Last day of February, 2017
SEVEN	Mark Kano	1727 Kemah Village Dr. Kemah, Texas 77565	Last day of February, 2012	Last day of February, 2018

*consecutive

The termination dates reflected in the chart above establishes staggered terms and controls over the language of the section for the current board and the one vacancy at this time, soon to be filled.

The board shall provide for two regular meetings per month and any special meetings deemed necessary by the board.

- (3) The date of the adoption of the amendment by the board of directors of the corporation was the 8th day of September, 2011 and was approved by resolution of the City of Kemah City Council on the 1st day of September, 2011.
- (4) This Amendment was approved in the manner required by the Texas Business Corporation Act and the governing documents of the corporation. Once approved and adopted, the By-laws of the KCDC shall be modified to conform to these Articles.

The recitations herein are certified true and correct pursuant to §501.305 of the Texas Local Government Code.

KEMAH COMMUNITY
DEVELOPMENT CORPORATION

By: Matthew D. Wiggins, Jr.

MATTHEW D. WIGGINS, JR.

Printed Name

THE STATE OF TEXAS §

COUNTY OF GALVESTON §

Before me, a notary public, on this day personally appeared MATTHEW D. WIGGINS, JR., known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.



BARBARA ROBERTS
NOTARY PUBLIC
STATE OF TEXAS
MY COMMISSION EXPIRES
JULY 21, 2014

Barbara Roberts
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

Kathy Pierce
KATHY PIERCE, Secretary

Kcdc/corporate documents/the actual amendment final - 09262011

ARTICLES OF INCORPORATION
OF
KEMAH COMMUNITY DEVELOPMENT CORPORATION

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 Kemah, Texas (the "City"), acting as incorporators of a public instrumentality and non-profit economic development corporation (the "Corporation") under the provisions of Section 4B of the Development Corporation Act of 1979, Article 5190.6, Tex. Rev. Civ. Stat. Ann., as amended, with the approval of the City Council of the City, do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE ONE
NAME

The name of the corporation is KEMAH COMMUNITY DEVELOPMENT CORPORATION.

ARTICLE TWO
NON-PROFIT CORPORATION

The Corporation is a non-profit corporation specifically governed by Section 4B of the Development Corporation Act of 1979, Article 5190.6, Tex. Rev. Civ. Stat.

ARTICLE THREE
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE FOUR
PURPOSE

(a) The purpose of the Corporation is the promotion and development of new and expanded business enterprises in the City of Kemah to promote and encourage employment and the public welfare of, for and on behalf of the City as provided by the Development Corporation Act of 1979, as amended.

(b) The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of Texas to non-profit corporations by the Texas Non-Profit Corporation Act, Tex. Rev. Civ. Stat. Ann. Art. 1396-1.01 et. seq., and the additional powers as provided in Section 4B & 23 of the Development Corporation Act of 1979, including, without limitation, the power to issue bonds as provided in such Act. The Corporation shall be subject to any limitations imposed by such Section 4B. If any conflict should arise between these statutes regarding the Corporation's powers, the Development Corporation Act shall control and govern the Corporation. To the extent of a conflict between Section 4B of the Development Corporation Act and Section 23 or any other section of the Development Corporation Act, the provisions of such Section 4B shall prevail.

ARTICLE FIVE
MEMBERSHIP/STOCK

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

ARTICLE SIX
AMENDMENTS

These Articles of Incorporation may be amended in either one of the methods prescribed in this Article.

(a) Pursuant to the powers of the City contained in Section 17(b) of the Development Corporation Act of 1979, the City Council of the City, by resolution, may amend these Articles of Incorporation by filing amendments hereto with the Secretary of State as provided by the Act.

(b) The board of directors of the Corporation pursuant to Section 17(a) of the Development Corporation Act of 1979, may file a written application with the City Council of the City requesting approval of proposed amendments to these Articles of Incorporation, specifying in such application the proposed amendments. If the City Council, by appropriate resolution, finds and determines that it is advisable that the proposed amendments be made, authorizes the same to be made, and approves the form of the proposed amendments, the board of directors of the Corporation may proceed to amend these Articles of Incorporation in the manner provided by the Act.

ARTICLE SEVEN
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1401 Hwy 146, Kemah, Texas 77565, and the name of its initial registered agent at such address is Kathy Pierce.

ARTICLE EIGHT
DIRECTORS

The affairs of the Corporation shall be managed by a board of directors, which shall be composed of seven persons appointed by the City Council of the City for two-year terms of office. No person shall be appointed director more than three (3) consecutive times. Each director shall be a resident of the City. At least two directors shall be persons who are members of the City Council of the City. A director may be removed by the City Council at any time without cause. 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>DATE OF EXPIRATION OF TERM</u>
Jim Breeding (Resident)	<u>705 Bay Ave.</u> Kemah, Texas 77565	September 10, 2000
Greg Collins (Position 2)	<u>1441 Bayshore</u> Kemah, Texas 77565	September 10, 2000
Bill Kerber (Position 4)	<u>914 Delesandri</u> Kemah, Texas 77565	September 10, 2002
Bryan Sawyer (Resident)	<u>711 Bay Ave.</u> Kemah, Texas 77565	September 10, 2002
Sylvia Streater (Resident)	<u>1605 Kipp</u> Kemah, Texas 77565	September 10, 2002
Terry Van Allen (Resident)	<u>510 Oak Briar</u> Kemah, Texas 77565	September 10, 2000
Dr. Winnette V. Wimberly (Resident)	<u>708 Courtesy Ln.</u> Kemah, Texas 77565	September 10, 2002

Each director shall hold office for a two-year term unless sooner removed or assigned. 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 City Council of the City to hold office until the expiration of the term.

ARTICLE NINE INCORPORATORS

The names and street addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Richard A. Diehl	901 Kipp, Kemah, Texas 77565
Greg Collins	<u>1441 Bayshore</u> , Kemah, Texas 77565
Sylvia Streater	<u>1605 Kipp</u> , Kemah, Texas 77565

ARTICLE TEN
BYLAWS

(a) The initial bylaws of the Corporation shall be in the form and substance approved by the City Council of the City in its resolution approving these Articles of Incorporation. Such bylaws shall be adopted by the Corporation's board of directors and shall, together with these Articles of Incorporation, govern the internal affairs of the corporation until and unless amended in accordance with this Article.

(b) Neither the initial bylaws nor any subsequently effective bylaws of the Corporation may be amended without the consent and approval of the City Council of the City. The board of directors of the Corporation shall make application to the City Council for the approval of any proposed amendments, but the same shall not become effective until or unless the same shall be approved by resolution adopted by the City Council.

ARTICLE ELEVEN
DISSOLUTION

(a) The City Council of the City may, at its sole discretion, terminate or dissolve the Corporation, subject to the provisions of the Development Corporation Act of 1979 and subject to the limitation that no such action shall be taken in any manner or at any time that would impair any contract or right theretofore executed or granted by the Corporation.

(b) 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 City after satisfaction or provision for satisfaction of all debts and claims.

ARTICLE TWELVE
DIVIDENDS

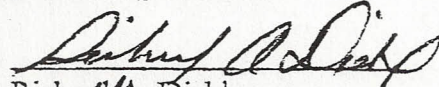
No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses and other obligations shall be distributed to or inure to the benefit of its directors or officers, or any individual, private firm, or private corporation or association. If the board of directors shall determine that sufficient provision has been made for the full payment of the expenses, bonds, notes, and other obligations of the Corporation, any net earnings there after accruing shall be paid to the City.

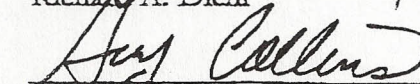
ARTICLE THIRTEEN
PROHIBITED ACTIVITIES

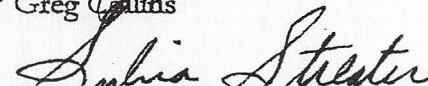
No part of the Corporation's activities shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in any political campaign of or in opposition to any candidate for public office.

ARTICLE FOURTEEN
AUTHORIZATION

The City has specifically authorized the Corporation by Resolution to act on its behalf to further the public purposes stated in said Resolution and in these Articles of Incorporation, and the City has by said Resolution approved these Articles of Incorporation. A copy of said Resolution is on file among the permanent public records of the City and Corporation.


Richard A. Diehl


Greg Collins


Sylvia Streater

INCORPORATORS

**RESOLUTION APPROVING AMENDMENTS TO
ARTICLES OF INCORPORATION OF THE KEMAH
COMMUNITY DEVELOPMENT CORPORATION BY
KEMAH CITY COUNCIL**

**BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY
OF KEMAH, TEXAS:**

THAT Article VIII of the Articles of Incorporation of the Kemah Community Development Corporation shall be amended as follows:

1. Article VIII currently reads as follows: The affairs of the Corporation shall be managed by a board of directors, which shall be composed of seven persons appointed by the City Council of the City for two-year terms of office. No person shall be appointed director more than three (3) consecutive times. Each director shall be a resident of the City. At least two directors shall be persons who are members of the City Council of the City. A director may be removed by the City Council at any time without cause. 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: (followed by the names of the original board and another paragraph unchanged by this amendment).
2. This amendment deletes the following language from the current Article: "At least two directors shall be persons who are members of the City Council of the City".
3. The rest of the Article is unchanged.

AND IT IS SO ORDERED.

PASSED AND APPROVED THIS THE _ day of _____, 2001