

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

FILED  
In the Office of the  
Secretary of State of Texas

OCT 09 1998

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 Steater (Resident)	<u>605 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 Steater	<u>605 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 thereafter 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  
Richard A. Diehl

Greg Collins  
Greg Collins

Sylvia Streeter  
Sylvia Streeter

INCORPORATORS

PACIFIC COAST REPORTERS