

RESOLUTION NO. 61-2003

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MESQUITE, TEXAS, APPROVING AMENDMENTS TO THE ARTICLES OF INCORPORATION OF THE MESQUITE QUALITY OF LIFE CORPORATION; AND DECLARING AN EFFECTIVE DATE THEREOF.

WHEREAS, the Articles of Incorporation of the Mesquite Quality of Life Corporation were originally adopted by the City Council of the City of Mesquite with the passage of Resolution No. 37-99 on August 19, 1999; and

WHEREAS, the Board of Directors of the Mesquite Quality of Life Corporation (the "Board") on September 30, 2003, prepared and adopted amendments to the Articles of Incorporation; and

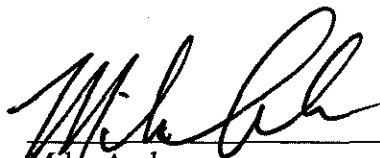
WHEREAS, the Board hereby submits its amendments to the Articles of Incorporation to the City Council of the City of Mesquite for approval.

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

SECTION 1. That the City Council of the City of Mesquite approves the amendments to the Articles of Incorporation as approved by the Board of Directors of the Mesquite Quality of Life Corporation on September 30, 2003, and attached hereto as Exhibit "A."

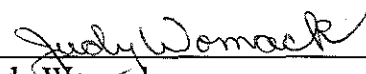
SECTION 2. That this resolution shall become effective from and after its passage.

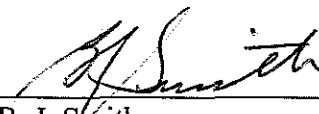
DULY RESOLVED by the City Council of the City of Mesquite, Texas, on the 20th day of October, 2003.

  
\_\_\_\_\_  
Mike Anderson  
Mayor

ATTEST:

APPROVED:

  
\_\_\_\_\_  
Judy Womack  
City Secretary

  
\_\_\_\_\_  
B. J. Smith  
City Attorney

**SECOND**  
**ARTICLES OF INCORPORATION**  
**OF THE**  
**MESQUITE QUALITY OF LIFE CORPORATION**

A Texas Non-Profit Corporation

I, the undersigned natural person being at least 18 years of age, a representative of the City of Mesquite, Texas, a Texas municipal corporation ("the City"), acting as incorporator of a public instrumentality and non-profit industrial development corporation (the "Corporation") under the provisions of Section 4B of the Development Corporation Act of 1979, Tex. Rev. Civ. Stat. Ann. Art. 5190.6, as amended ("the Act"), with the approval of the governing body of the City, as evidenced by the Resolution attached hereto and made a part hereof for all purposes, do hereby adopt the following Articles of Incorporation for the Corporation:

**ARTICLE 1. NAME**

The name of the Corporation is MESQUITE QUALITY OF LIFE CORPORATION.

**ARTICLE 2. NON-PROFIT CORPORATION**

The Corporation is a non-profit corporation specifically governed by Section 4B of the Act, as now existing or amended.

**ARTICLE 3. DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE 4. PURPOSE**

The Corporation is organized exclusively for the public purposes authorized in the Act. Specifically, the Corporation is authorized to study and fund all permissible projects prescribed in the Act, limited to the following:

- A. Transportation
- B. Public Safety; and
- C. Public Parks and Recreation

All revenues will be used for projects in the three areas described above and funds may be used for the maintenance and operation expenses for any of the above-described projects.

**ARTICLE 5. POWERS**

A. 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 Nonprofit Corporation Act, Tex. Rev. Civ. Stat. Ann. Art. 1396-1.01 et seq., and the additional

powers as provided in the Act.

*B. In the fulfillment of its corporate purposes, 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 and lease and sell property, and interests therein, all to be done and accomplished on behalf of the City and for its benefit and to accomplish its public and governmental purposes as its duly constituted authority and public instrumentality pursuant to the Act and under, and within the meaning of the Internal Revenue Code of 1986, as amended, and the applicable regulations and rulings.*

*C. No bonds, notes, or other debt instruments or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, notes, or other debt instruments or other obligations, or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the State of Texas, the City, or any other corporation, subdivision or agency of the State of Texas, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds, notes and other debt instruments and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by Section 4B of the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.*

#### **ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1515 North Galloway Avenue, Mesquite, Texas 75149, and the mailing address of the initial registered office of the Corporation is Post Office Box 850137, Mesquite, Texas 75185-0137 and the name of the initial registered agent at such address is Ted Barron, as the City Manager of the City of Mesquite and his successors in office.

#### **ARTICLE 7. DIRECTORS**

The affairs of the Corporation shall be managed by a board of directors, which shall be composed of seven (7) persons appointed by the City Council who are residents of the City.

No more than four (4) members shall be persons who are City employees, officers or members of the City Council. The names and street addresses of the persons who are to serve as the initial directors and the lengths of their initial terms as directors are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>TERM OF DIRECTOR</u></b>
1. Bill Campbell	4532 Palos Verdes	2 years, expiring August 2001
2. Dennis Tarpley	712 Violet Court	2 years, expiring August 2001
3. Diane Wright	528 Robinlynn	2 years, expiring August 2001
4. Jeann Wisenbaker	1007 Royal Crest	2 years, expiring August 2001
5. William Richardson	2611 Bobwhite	2 years, expiring August 2001
6. Shirley Roberts	2407 Mesquite Valley	2 years, expiring August 2001
7. Gregory Noschese	1243 Rivercrest	2 years, expiring August 2001

**ARTICLE 8. MEMBERSHIP/STOCK**

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

**ARTICLE 9. AMENDMENTS/DISSOLUTION**

These Articles of Incorporation may from time to time be amended as provided in the Act or the law. Any such amendment shall be effected in either of the following manners: (a) The Board of Directors of the Corporation shall file with the City Council a written application specifying the amendments proposed and requesting approval. The City Council shall consider such application and, if approved, shall by resolution approve the proposed amendments, after which the Board of Directors of the Corporation may, by appropriate action, amend the Articles of Incorporation and deliver articles of amendment to the Secretary of State; or (b) The City Council may amend these Articles of Incorporation, and alter or change the structure, organization, programs or activities of the Corporation, or terminate or dissolve the Corporation (subject to the provisions of the Act and Constitution and laws of the State of Texas and the United States of America) by written resolution adopting the amendments to the Articles of Incorporation or Articles of Dissolution and deliver the same to the Secretary of State.

**ARTICLE 10. INCORPORATOR**

The name and street address of the Incorporator is Ted Barron, 1515 North Galloway Avenue, Mesquite, Texas 75149, and mailing address of Post Office Box 850137, Mesquite, Texas 75185-0137.

**ARTICLE 11. AUTHORIZATION**

By Resolution, the City has specifically authorized the creation of the Corporation to act on its behalf to further the public purposes stated in the Resolution and these Articles of Incorporation, and the City has by Resolution approved these Articles of Incorporation.

**ARTICLE 12. DIVIDENDS**

No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses shall be distributed to or inure to the benefit of its Directors or officers or any individual, firm, corporation, or association. No part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and it shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office of any proposition.

**ARTICLE 13. BYLAWS**

The Corporation's internal affairs shall be regulated by a set of Bylaws, not inconsistent with

the laws of this State or with these Articles of Incorporation, which Bylaws shall be approved by the Board of Directors and the City Council.

**ARTICLE 14. DISSOLUTION**

If the Corporation is dissolved, then its interest in any funds or property of any kind, real, personal, or mixed, 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 debts and claims.

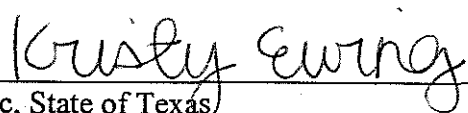
**INCORPORATOR:**

  
Ted Barron, City Manager

STATE OF TEXAS       §  
                                  §  
COUNTY OF DALLAS   §

Before me, a Notary Public, on this day personally appeared Ted Barron, 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.

Given under my hand and seal of office this 20 day of October, 2003.

  
\_\_\_\_\_  
Notary Public, State of Texas

My Commission Expires: 12/5/2004

