

**CERTIFICATE OF FORMATION
OF
TEMPLE REVITALIZATION CORPORATION**

We, the undersigned natural persons, each of whom is at least eighteen (18) years of age, or more, and a resident and qualified voter of the City of Temple, Texas (the "City") and a citizen of the State of Texas, acting as incorporators of a corporation under the provisions of Subchapter D of Chapter 431, Texas Transportation Code (the "Act") and Chapter 394, Texas Local Government Code, do hereby adopt the following Certificate of Formation for such corporation:

**Article I
Entity Name and Type**

The name and type of filing entity being formed are: Temple Revitalization Corporation, a Texas corporation (hereinafter "Corporation").

**Article II
Nature of Corporation**

The Corporation is a public non-profit corporation.

**Article III
Duration of Corporation**

The period of duration of the Corporation is perpetual.

**Article IV
Corporate Purpose and Authority**

4.01 The Corporation is organized for the purpose of aiding, assisting, and acting on behalf of the City in the performance of its governmental functions to promote the common good and general welfare of the City, including, without limitation, the sale, purchase, development, redevelopment, and revitalization of real property and to help promote, develop, encourage, and maintain employment, commerce, economic development and public facility development in the City and to perform such other governmental purposes of the City as may be determined from time to time by the City Council.

4.02 This Corporation is formed pursuant to the provisions of the Act as it now or may hereafter be amended and Chapter 394, Texas Local Government Code, which authorizes the Corporation to assist and act on behalf of the City to accomplish any governmental purpose of the City and to engage in activities in the furtherance of the purpose of its creation.

4.03 The Corporation will have and exercise all rights, powers, privileges, authority, and functions given by the general laws of the State of Texas to non-profit corporations, incorporated under the Act, including, without limitation, the powers granted under the Texas Non-Profit Corporation Act (Tex. Bus. Org. Code, Chapters 20 and 21 and the provisions of Title I thereof to the extent applicable to non-profit corporations, as amended) or their successor.

4.04 The Corporation will have all other powers of a like or different nature not prohibited by law which are available to non-profit corporations in Texas and which are

necessary or useful to enable the Corporation to perform the purposes for which it is created, including the power to issue bonds, notes, or other obligations, and otherwise exercise its borrowing power to accomplish the purposes for which it was created; provided however, that the Corporation will not issue any bond, certificate, note or other obligation evidenced by an instrument without prior written consent of the City or as otherwise allowed by the Bylaws.

4.05 The Corporation is created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Subdivision (3), Section 101.001, Texas Civil Practice and Remedies Code. The operations of the Corporation are governmental and not proprietary functions for all purposes, including for purposes of the Texas Tort Claims Act, Section 101.001, et. seq., Texas Civil Practice and Remedies Code. The Corporation shall have the power to acquire land in accordance with the Act as amended from time to time.

**Article V
No Members or Shareholders**

The Corporation shall have no members and shall have no stock.

**Article VI
Board of Directors**

All powers of the Corporation shall be vested in a Board consisting of five (5) persons. The initial members are identified in Attachment A. All members listed in Exhibit A reside in the City of Temple.

All other matters pertaining to the internal affairs of the Corporation shall be governed by the Bylaws of the Corporation, so long as the Bylaws are not inconsistent with this Certificate of Formation or the laws of the State of Texas.

**Article VII
Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation is 2 North Main Street, Temple, Texas 76501, and the name of its initial registered agent at such address is Jana Lewellen.

**Article VIII
Principal Office**

The address of the Corporation's principal office in this state is: 2 North Main Street, Temple, Texas 76501.

**Article IX
Incorporators**

The names and addresses of the incorporators, each of whom reside in the City, are:

Brynn Myers
2 North Main Street
Temple, TX 76501

Kathryn Davis
2 North Main Street
Temple, TX 76501

Wendell Williams
2 North Main Street
Temple, TX 76501

Article X Resolution

A resolution approving the form of this Certificate of Formation has been adopted by the City Council of the city on September 16, 2021.

Article XI Director Liability

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director, except for liability (i) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (ii) for any transaction from which the Director received an improper benefit, whether or not the benefit resulted from an act taken within the scope of the Director's office, or (iii) for acts or omissions for which the liability of a Director is expressly provided by statute. Any repeal or amendment of this Article by the Directors shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director existing at the time of such repeal or amendment. In addition to the circumstances in which a Director is not personally liable as set forth in the preceding sentences, a Director shall not be liable to the fullest extent permitted by any amendment to the Texas statutes hereafter enacted that further limits the liability of a Director.

Article XII Limits on Use of Corporate Assets; Income of Corporation

12.01 In accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code (the "Code"), and regardless of any other provisions of this Certificate of Formation or the laws of the State of Texas, the Corporation shall not:

- A. permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation in effecting one or more of its purposes);
- B. devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise;
- C. participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; and
- D. attempt to influence the outcome of any election for public office or to carry on, directly or indirectly, any voter registration drives.

No part of the Corporation's income shall inure to the benefit of any private interests.

12.02 The City shall, at all times, have an unrestricted right to receive any income earned by the Corporation, exclusive of amounts needed to cover reasonable expenditures and reasonable reserves for future activities. Any income of the Corporation received by the City shall be deposited into such account or fund as determined by the City Council of the City.

**Article XIII
Corporation as Private Foundation**

If the Corporation is a private foundation within the meaning of Section 509(a) of the Code, the Corporation: (a) shall designate its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; (b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and (e) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**Article XIV
Dissolution**

14.01 If the Board determines by resolution that the purposes for which the Corporation was formed have been substantially met and all bonds or notes issued by and all obligations incurred by the Corporation or on behalf of the Corporation have been fully paid, the Board shall execute a certificate of dissolution which states those facts and declares the Corporation dissolved in accordance with the requirements of Section 394.026 of the Texas Local Government Code, or with applicable law then in existence.

14.02 the City Council may at any time consider and approve an ordinance directing the Board to proceed with the dissolution of the Corporation, at which time the Board shall proceed with the dissolution of the Corporation in accordance with applicable state law. The failure of the Board to proceed with dissolution of the Corporation in accordance with this Section shall be deemed a cause for removal from office of any or all the Directors as permitted by the Bylaws.

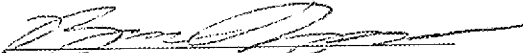
**Article XV
Amendment**

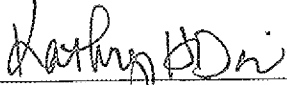
These Articles may not be changed or amended unless approved by the City Council of the City.


IN WITNESS WHEREOF, we have hereunto set our hands on the dates indicated below.

(Incorporator Signatures on Following Pages)

CITY OF TEMPLE INCORPORATORS


Brynn Myers


Kathryn Davis


Wendell Williams

STATE OF TEXAS

COUNTY OF BELL

Before me, a notary public, on this 19 day of October, 2021, appeared Brynn Myers, known to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.



[Signature]
Notary Public, State of Texas

STATE OF TEXAS

COUNTY OF BELL

Before me, a notary public, on this 5th day of October, 2021, appeared Kathryn Davis, known to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.



[Signature]
Notary Public, State of Texas

STATE OF TEXAS

COUNTY OF BELL

Before me, a notary public, on this 19 day of October, 2021, appeared Wendell Williams, known to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.



[Signature]
Notary Public, State of Texas

ATTACHMENT A

Timothy Davis	2 North Main Street, Temple, Texas 76501
Judy Morales	2 North Main Street, Temple, Texas 76501
Susan Long	2 North Main Street, Temple, Texas 76501
Jessica Walker	2 North Main Street, Temple, Texas 76501
Wendell Williams	2 North Main Street, Temple, Texas 76501