

RESOLUTION 10-2009
AUGUST 19, 2009

STATE OF TEXAS
CITY OF MEADOWLAKES
COUNTY OF BURNET

ORDER AUTHORIZING AND APPROVING THE CREATION OF A NONPROFIT PUBLIC FACILITY CORPORATION TO ACT ON BEHALF OF THE CITY OF MEADOWLAKES, TEXAS, TO FINANCE, REFINANCE OR PROVIDE THE COSTS OF THE MEADOWLAKES PUBLIC FACILITY LOCATED IN MEADOWLAKES, TEXAS AND APPROVING ARTICLES OF INCORPORATION THEREOF.

WHEREAS, Meadowlakes, Texas (the "City") is a duly created city and political subdivision of the State of Texas created and established under the Constitution and laws of the State of Texas; and,

WHEREAS, it is hereby officially found and determined that it is in the public interest and to the benefit of the City and its residents and the citizens of this State that a nonprofit public facilities corporation be authorized and created pursuant to the provisions of the *Texas Public Facility Corporation Act*, Chapter 303, Local Government Code, as amended, to act on behalf of the City to finance, refinance or provide the costs of the City's Public Municipal Golf Course (a Meadowlakes "public facility"); and

WHEREAS, pursuant to this order, the City shall authorize and approve the creation and utilization of a public facilities corporation with the broadest possible powers granted by Chapter 303 Local Government Code to act on behalf of the City to (1) finance or provide for the acquisition, construction, rehabilitation, repair, equipping, furnishing, and placement in service of said public facility, (2) to issue bonds on behalf of the City for the purposes of Section 103 of the Internal Revenue Code of 1986 (26 U.S.C § 103), as amended, (3) to fund obligations of the City, (4) to finance said public facility on behalf of the City, (5) to loan the proceeds of the City obligations to other entities, or (6) to incur in favor of the City obligations issued or incurred in accordance with existing law, all on behalf of the City to accomplish the purposes of the City in providing for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishings, and placement into service of said public facility of the City; and,

WHEREAS, it is hereby further officially found and determined that the meeting at which this Order was passed was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code, as amended.

**THEREFORE, BE IT ORDERED BY THE CITY COUNCIL OF MEADOWLAKES,
TEXAS:**

SECTION 1. The City Council having found and determined in the recitals contained herein above that it is in the public interest and to the benefit of the City and its residents and the citizens of this State that a nonprofit public facilities corporation be authorized and created pursuant to the provision of Chapter 303, Local Government Code, as amended, to act on behalf of the City to finance, refinance or provide the costs of said public facility of the City, does hereby authorize the creation of such nonprofit public facilities corporation to act on behalf of the City and with all power granted to such corporations in Chapter 303, Local Government Code and to be known as the "MEADOWLAKES PUBLIC FACILITY CORPORATION" (the "Corporation").

SECTION 2. The City hereby further approves the Articles of Incorporation proposed to be used in originating and operating the Public Facility Corporation (copies, in substantially final form, of which are attached to this Order and made a part hereof for all purposes) and hereby grants authority for the incorporation of such nonprofit corporation pursuant to Chapter 303, Subchapter B, Local Government Code, as amended ("Chapter 303"). The Mayor, or his designee, is authorized to sign documents necessary to form the Corporation, to pay any costs associated therewith, and to make non-material changes to the Articles of Incorporation if required for filing and acceptance by the Secretary of State.

SECTION 3. The initial directors named in said Articles of Incorporation shall be deemed to have been appointed, and are hereby appointed, as the initial directors by the governing body of the City. The directors shall convene a meeting to review and approve by-laws and initiate the operation of the Corporation.

Section 4. The City specifically authorizes the Corporation to act on its behalf to further the public purposes stated in this Order and in the Articles of Incorporation attached hereto. The City further authorizes the Board of Directors of the Corporation to appoint any officers it deems necessary to conduct business and operations, in accordance with the orders, resolutions and by-laws applicable to the Corporation and not otherwise contrary to Chapter 303, as amended.

Section 5. The City finds that the statements set forth in the recitals of this Order are true and correct; and the City hereby incorporates such recitals as part of this Order.

Section 6. This Order shall become effective immediately upon its adoption.

PASSED AND APPROVED this the 11th day of August, 2009.

ATTEST:

SIGNED:

/s/ Linda A. Wendling
Linda A. Wendling, City Secretary

/s/ John Aaron
John Aaron, Mayor City of Meadowlakes

ARTICLES OF INCORPORATION
OF
MEADOWLAKES PUBLIC FACILITY CORPORATION

The undersigned natural person, who is qualified as the incorporator of a corporation under the Public Facility Corporation, Chapter 303, Local Government Code (the “Act”), does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the Corporation is “Meadowlakes Public Facility Corporation” (the Corporation”).

ARTICLE II.

The corporation is a nonprofit public corporation.

ARTICLE III.

The duration of the Corporation is perpetual.

ARTICLE IV.

The corporation is organized for the purpose of financing, refinancing, or providing facilities for and on behalf of City of Meadowlakes, Texas (the “City”), a duly organized City of the State of Texas, an eligible public municipal golf course facility project or other “public facility” (as provided in the Act), as may be approved by the City from time to time. The Corporation may exercise all powers granted under the Act, subject to the provisions of these Articles of Incorporation and to any limitations that may be imposed on it from time to time, by duly adopted orders or resolutions of the City of Meadowlakes.

ARTICLE V.

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

ARTICLE VI.

The street address of the initial registered office of the Corporation is **177 Broadmoor St., Ste. A, Meadowlakes, Texas 78654-6611**, and the name of the initial registered agent at such address is **John W. Aaron, Mayor City of Meadowlakes**

ARTICLE VII.

All powers of the Corporation shall be vested in a Board of Directors, each member of which, subsequent to the initial directors shall be appointed by the City Council of Meadowlakes, Texas. The number of Directors initially shall be five. The number of Directors shall remain fixed at five, until such time number is changed by amendment to these Articles of Incorporation as provided for in the Act. The terms of the Directors shall be set forth in the bylaws of the Corporation consistent with the Act. The Directors shall serve without compensation, except that they shall be reimbursed for their reasonable and actual expenses incurred in the performance of their official duties.

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, with the Act, or any ordinance or resolution of the City of Meadowlakes pertaining to the Corporation. Such bylaws and any amendments thereto shall not be adopted without the consent of the City Council of Meadowlakes, Texas.

The directors constituting the initial Board of Directors shall be as defined below. Listed by position, name and address the initial directors are:

NAME	ADDRESS
1. Charles W Burleson	179 Cypress Point, Meadowlakes, TX 78654
2. David L. Dostal	100 Marion St., Meadowlakes, TX 78654
3. Lowell Dale Fixsen	333 Colonial St., Meadowlakes, TX 78654
4. Paige B. Lechler	327 Stewart St., Meadowlakes, TX 78654
5. Patricia A. Wray	100 Pinehurst St., Meadowlakes, TX 78654

ARTICLE VIII

The name and street address of the incorporator, who is a citizen of the State of Texas and is at least 18 years old, is:

NAME	ADDRESS
Mayor John W. Aaron	312 Meadowlakes Dr., Meadowlakes, TX 78654

ARTICLE IX.

NAME	ADDRESS
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The name and street address of the registered agent and sponsor as provided for in the Act is:

City of Meadowlakes, Texas Attn: Office of Mayor	177 Broadmoor, Ste. A Meadowlakes, TX 78654
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ARTICLE X.

The City of Meadowlakes has specifically authorized the Corporation to act on its behalf to further the public purpose set forth in these Articles of Incorporation and the Act, and has approved these Articles of Incorporation.

ARTICLE XI.

These Articles of Incorporation may at any time and from time to time be amended in the manner provided in the Act.

ARTICLE XII.

No dividend shall ever be paid by the Corporation, and no part of its net earnings (beyond that necessary for retirement of the indebtedness of the Corporation or to implement its public purposes) shall be distributed to or inure to the benefit of its directors or officers or any private person, firm, corporation or association except in reasonable amounts for services rendered. In the event the Board of Directors of the Corporation shall determine that sufficient provision has been made for the full payment of the expenses, bonds and other obligations of the Corporation issued to finance its public purposes, then any net earnings of the Corporation thereafter accruing shall be paid to the City of Meadowlakes. No part of the Corporation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, 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.

ARTICLE XIII.

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, and shall vest in, the City of Meadowlakes, after satisfaction or provision for satisfaction of debts and claims have been made.

IN WITNESS WHEREOF, I have hereunto set my hand on this 11th day of August, 2009.

/s/ John Aaron _____
John W. Aaron, Mayor
City of Meadowlakes, Texas

Attest:

/s/ Linda A. Wendling _____
Linda A. Wendling, City Secretary