

Resolution No. 633

WHEREAS, pursuant to Section 4B, Article 5190.6, V.T.C.S. (The Development Corporation Act of 1979, as amended), an election was held on August 12, 1995, in the City of Universal City, Texas, pursuant to an ordinance passed by the City Council of Universal City to vote on the following proposition:

The adoption of an additional one-half of one percent (1/2 cent) local sales and use tax to be used by a City Industrial Development Corporation for the promotion and development of new and expanded business enterprises and any other purpose authorized by Section 4B, Article 5190.6, V.T.C.S. as amended (the Development Corporation Act of 1979) ; and

WHEREAS, the said proposition passed as declared by the City Council's Resolution Number 622, dated August 15, 1995; and

WHEREAS, the Universal City Industrial Development Corporation was incorporated in 1982 pursuant to the Development Corporation Act of 1979 as effective at that time and the Articles of Incorporation should be amended to comply with Section 4B and other new requirements of the Act; and

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

1. That the Articles of Amendment to the Articles of Incorporation of the Universal City Industrial Development Corporation ("Exhibit A"), are hereby approved and the following named seven (7) residents of the City of Universal City are hereby appointed as the directors for said Corporation.

1. Richard Prater
2. Daniel Baumgartner
3. Thomas Weaver
4. Thomas England
5. Richard Neville
6. Richard Crow
7. Larry Kerkow

2. The said Corporation is hereby authorized to act on behalf of the City of Universal City to further the public purposes stated in the said Amended Articles of Incorporation.

3. The City Clerk is hereby authorized and directed to file said Articles of Amendment to the Articles of Incorporation with the Texas Secretary of State.

PASSED AND APPROVED this the 5th day of March 1996 by the City Council of Universal City, Texas.

ATTEST:



CITY CLERK



MAYOR



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

UNIVERSAL CITY INDUSTRIAL DEVELOPMENT CORPORATION
CHARTER NO. 626875

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Amendment for the above Development Corporation duly signed and verified pursuant to the provisions of the Development Corporation Act of 1979, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment and attaches hereto a copy of the Articles of Amendment.

Dated: March 8, 1996



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Antonio O. Garza, Jr.
Secretary of State

EILED
In the Office of the
Secretary of State of Texas

MAR 08 1996

Corporations Section

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
UNIVERSAL CITY INDUSTRIAL DEVELOPMENT CORPORATION

Pursuant to the provisions of the Texas Development Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is UNIVERSAL CITY INDUSTRIAL DEVELOPMENT CORPORATION.

ARTICLE TWO

The following amendments to the Articles of Incorporation are hereby adopted:

A. Article II of the Articles of Incorporation is hereby amended so as to read as follows:

The corporation is a nonprofit corporation and is an industrial development corporation under the Act, and is governed by Section 4B of the Act. In the event of any conflict between any provision of these Articles of Incorporation and the Act, then the provisions of the Act shall control.

B. Article IV of the Articles of Incorporation is hereby amended so as to read as follows:

The Corporation is organized exclusively for the purposes of benefiting and accomplishing public purposes of, and to act on behalf of, the City, and the specific purposes for which the Corporation is organized and may issue bonds on behalf of the City,

and expend the proceeds of any sales and use tax levied for the benefit of the Corporation for the promotion and development of commercial, industrial and manufacturing enterprises to promote and encourage employment and the public welfare, pursuant to Section 4B of the Act. The Corporation is a constituted authority and a public instrumentality within the meaning of the regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to Section 103 of the Internal Revenue Service Code of 1954, as amended, and the Corporation is authorized to act on behalf of the City as provided in these Articles of Incorporation. However, the Corporation is not a political subdivision or political corporation of the State of Texas within the meaning of its constitution and laws, including without limitation Article III, Section 52 of Texas Constitution, and no agreements, bonds, debts or obligations of the Corporation are or shall ever be deemed to be the agreements, bonds, debts or obligations or lending of credit, or a grant of public money or thing of value, of or by the City, or any other political corporation, subdivision or agency of the State of Texas, or a pledge of the faith and credit of any of them.

C. Article VI of the Articles of Incorporation is hereby amended so as to read as follows:

The by-laws of the Corporation shall be in the form and substance approved by the City Council by Resolution. Such by-laws shall be adopted by the Corporation's Board and shall, together with these Articles, govern the internal affairs of the Corporation until and unless amended in accordance with these Articles.

The by-laws of the Corporation may not be amended without the consent and approval of the City Council. The Board shall make application to the City Council for the approval of any proposed amendments, but the same shall become effective until or unless the same shall be approved by resolution adopted by the City Council.

State as provided in the Act.

D. Article VII of the Articles of Incorporation is hereby amended so as to read as follows:

The street address of the registered office of the Corporation is 2150 Universal City Boulevard, Universal City, Texas 78148, and the name of its initial registered agent at such address is Eugene Thorpe, City Manager of the City of Universal City, Texas.

E. Article VIII of the Articles of Incorporation is hereby amended so as to read as follows:

The affairs of the Corporation shall be managed by a board of directors consisting of seven (7) directors appointed by the governing body of the City for two (2) year terms of office. As many as four (4) of the directors may be members of the governing body of the City, but at least three (3) directors must be persons who are not employees or member of the governing body of the City. Any director who is a member of the governing body of the City shall cease to be a director at the time he or she ceases to be a member of the City Council. The names and addresses of the directors are as follows:

Name	Address
Daniel J. Baumgartner	134 Heathfield, Universal City, TX 78148
Richard Crow	726 Balboa, Universal City, TX 78148

Thomas E. England 607 Balboa, Universal City, TX 78148
Larry Kerkow 201 Trudy Lane, Universal City, TX 78148
Richard F. Neville 105 Rifle Gap, Universal City, TX 78148
Richard Prater 12827 El Dorado Drive, Universal City, TX 78148
Thomas G. Weaver 106 De Gama Drive, Universal City, TX 78148

Each director must reside within the city. Directors are removable by the governing body of the City at any time without cause. The directors shall serve as such without compensation; however, they may 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 governing body of the City to hold office until the expiration of the term.

ARTICLE THREE

The foregoing Amendments to the Articles of Incorporation were adopted by Resolution of the City Council of the City of Universal City, Texas at its regularly scheduled meeting on March 5, 1996.

UNIVERSAL CITY INDUSTRIAL
DEVELOPMENT CORPORATION
by The City of Universal City, Texas

By James T. Carroll
JAMES CARROLL, MAYOR

By Alene Patton
ALENE PATTON, CITY CLERK

STATE OF TEXAS

COUNTY OF BEXAR

I, the undersigned notary public, do hereby certify that on this 6th day of March, 1996, personally appeared before me James Carroll, Mayor of the City of Universal City, who, being by me first duly sworn, declared that he is the person who signed the foregoing Articles of Amendment and the statements contained therein are true and correct.

IN WITNESS WHEREOF, I affix my hand and seal of office this 6th day of March, 1996.

Debra L. Williams
NOTARY PUBLIC, STATE OF TEXAS

