



## Office of the Secretary of State

### CERTIFICATE OF INCORPORATION OF

Plano Public Facility Corporation  
File Number: 802157797

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation pursuant to the Public Facility Corporation Act have been received in this office and have been 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 Incorporation.

Dated: 02/06/2015

Effective: 02/06/2015



A handwritten signature in cursive script that reads "Coby Shorter, III".

Coby Shorter, III  
Deputy Secretary of State

**CERTIFICATE OF FORMATION**  
**PLANO PUBLIC FACILITY CORPORATION**

A PUBLIC FACILITY CORPORATION AND  
INSTRUMENTALITY OF THE  
PLANO HOUSING AUTHORITY

FILED  
In the Office of the  
Secretary of State of Texas

FEB 06 2015

Corporations Section

This is to certify that I, the undersigned, do hereby associate myself for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the state of Texas and further certify that;

**ARTICLE I**

The Corporation is a nonprofit public corporation as well as a Texas public facility corporation as described in the Texas Public Facility Corporation Act, Tex. Local Government Code, Chapter 303, as amended (the "Act"). The Corporation is organized under the Act, and under the Texas Business Organizations Code, as amended (the "Code").

**ARTICLE II**

The name of the Corporation is **Plano Public Facility Corporation**, referred to herein as the "Corporation".

**ARTICLE III**

The existence of the Corporation will be perpetual.

**ARTICLE IV**

The principal office of the Corporation will be located at 1740 G Ave., Plano, Texas 75074.

**ARTICLE V**

The initial Registered Agent is **Antoinette M. Jackson**, an individual and resident of the State of Texas. The business address of the Registered Agent of the Corporation is, and the office address of the individual Registered Agent is as follows:

1001 Fannin St.  
Suite 2450  
Houston, TX 77002.

**ARTICLE VI**

This nonprofit corporation is formed for purposes of a public facility corporation pursuant to the Act. The specific purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) The Corporation is organized exclusively for the charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, of promoting

community welfare by providing decent housing that is affordable to low income families in the City of Plano and the counties of Collin and Denton, Texas, and providing support services to the residents of such housing.

- (b) The Corporation is organized exclusively for the purpose of assisting the Plano Housing Authority (the "Authority") in financing, refinancing or providing "public facilities", as defined in the Act.

The Authority is the sponsor of the Corporation. The Authority has specifically authorized the Corporation to act on its behalf to further the public purpose set forth in this Certificate of Formation and has approved this Certificate of Formation.

## ARTICLE VII

Management of the affairs of the Corporation is vested in the Board of Directors. The initial number of Directors of the Corporation shall be three (3). The original Directors and the term for which each will serve, are set below. The selection process of the Board of Directors as well as their term, removal and duties shall be as provided for in the Bylaws of the Corporation.

<u>Name:</u>	<u>Term:</u>
Wanda Russell 1740 G Ave., Plano, TX 75074	Three Years
Jeanine Boehl 1740 G Ave., Plano, TX 75074	Three Years
George Elking 1740 G Ave., Plano, TX 75074	Three Years

The term of each Director will be either three years or less, consistent with the individual's term of board service or employment with the Authority.

The Directors shall serve without compensation.

The number of Directors may be increased or decreased by adoption or amendment of the Bylaws, but at no time shall the Board of Directors be less than three (3) members or more than five (5) members.

The Directors of the Corporation shall, at all times, be limited to individuals who are either the Commissioners of the Authority, the Executive Director of the Authority, Officers of the Authority, or executive staff members of the Authority. In the event that a Director of the Corporation ceases to be a Commissioner of the Authority, the Executive Director of

the Authority, an Officer of the Authority, or executive staff member of the Authority, such event shall constitute automatic resignation as a Director of the Corporation.

The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. Officers may, but need not, be Directors.

Any action which may be taken at a meeting of the Board of Directors may instead be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors and be filed with the Secretary of the Corporation.

### **ARTICLE VIII**

The Corporation will not have members and is a nonstock corporation. The sponsor of the corporation is the Authority, and said Authority's street address is 1740 G Ave., Plano, Texas 75074.

### **ARTICLE IX**

By-Laws of the Corporation may be adopted by the Directors at any regular meeting or any special meeting called for that purpose, or by written consent, so long as they are not inconsistent with the provisions of this Certificate of Formation.

### **ARTICLE X**

#### Distribution of Assets:

Upon winding up and dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, the title to all funds and other real property and personal property of the Corporation when it dissolves automatically vests in the Authority for the furtherance of the charitable purposes described in Article II, or to an organization organized and operated for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), as the Board of Directors shall determine, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Directors, officers, or members, if any, thereof, or to the benefit of any private person.

### **ARTICLE XI**

#### Restriction and Requirements:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereinabove. No substantial part of the activities of the Corporation shall be the

carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## ARTICLE XII

### Public Facility Powers and Limitations:

(a) The Corporation is organized exclusively for the purpose of assisting the Authority in financing, refinancing or providing "public facilities", as defined in the Act. The Corporation shall have and possess the broadest possible powers to finance the acquisition of Authority obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities of the Authority under the terms of the Act. The Corporation is authorized to issue "bonds" as defined and permitted by the Act; *provided*, however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such bonds are first approved by resolution of the Board of Directors. The Corporation is a public corporation, a constituted authority, and a public instrumentality within the meaning of the Act, the United States Treasury Department, the rulings of the Internal Revenue Service prescribed and promulgated pursuant to sections 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the Authority as provided in this Certificate of Formation.

(b) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of the other powers granted to the corporations that are incorporated under the Act, and, to the extent not in conflict with the Act, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State to nonprofit corporations under the Code, or any other applicable laws of the State.

(c) The Corporation shall have the purposes and powers permitted by the Act, but the Authority has not delegated to the Corporation the powers of taxation, eminent domain, the police power, or an equivalent sovereign power of the Authority, as provided by the Local Government Code. However, the Corporation is a governmental unit exercising governmental functions and is delegated all other sovereign powers and immunities available to the Authority, including those available under the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code) pursuant to Section 303 of the Act.

(d) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, 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, the Authority, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds, 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 the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

(e) The Board of Commissioners of the Authority, in its sole discretion, may alter the Corporation's structure, name, organization, programs, or activities, consistent with the Act and subject to limitations provided by law relating to the impairment of contracts entered into by the Corporation.

### ARTICLE XIII

#### Financing:

(a) Before the consummation of the sale and delivery of any bonds, the Corporation shall obtain approval by the Board of Commissioners of the Authority evidenced by the adoption of a written resolution.

(b) In the exercise of the powers of the Corporation, the Corporation may enter into loan, lease, trust, or other agreements as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements (and the specific uses and the method of withdrawals and expenditure of the proceeds of the bonds) must be included as a part of the approval process of the Board of Commissioners of the Authority required by paragraph (a) above.

### ARTICLE XIV

The name and address of the organizer of this Company is as follows:

Antoinette M. Jackson  
1001 Fannin St., Suite 2450  
Houston, TX 77002

### ARTICLE XV

This Certificate of Formation becomes effective when it is filed by the Secretary of State.

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Signed by the Incorporator this <sup>4TH</sup> \_\_\_\_\_ day of February, 2015.

  
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Antoinette M. Jackson, Incorporator