

**RESTATED CERTIFICATE OF FORMATION WITH NEW AMENDMENTS
OF
COPPELL RECREATION DEVELOPMENT CORPORATION**

The original articles of incorporation of Coppell Recreation Development Corporation are restated and amended as set forth below.

**ARTICLE I
NAME**

The name of the corporation is the Coppell Recreation Development Corporation.

**ARTICLE II
STATUS**

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

**ARTICLE III
DURATION**

The period of its duration is perpetual.

**ARTICLE IV
PURPOSES**

The purpose or purposes for which the Corporation is organized and may issue bonds is for any purpose authorized by Section 4B, Article 5190.6, Vernon's Revised Civil Statutes, as amended, the Development Corporation Act of 1979, now codified as Title 12, Subtitle C1, Texas Local Government Code, as amended, including the construction and development of an all-season aquatic facility, a community multi-purpose recreation facility, a new athletic complex, and the first phase of a hike and bike trail system and may contract with other existing private corporations to carry out industrial development programs consistent with the purposes and duties as set out in the Development Corporation Act of 1979, and including projects for youth and adult amateur athletics, entertainment and public gathering facilities and venues, exhibition and museum facilities, public park purposes and events and park and recreational facilities, open space improvements, hike and bike trails, parking facilities and greenway and open space, including projects in support of the Coppell 2030 strategic vision adopted March 10, 2009, for the redevelopment of the Andrew Brown park system, expansion of the library building for Type B purposes, additional hike and bike trails, youth and adult athletic facilities and Life Safety Park and related facilities, related infrastructure for any such projects described above and other related improvements that enhance any of the items described above, and the maintenance and operation expenses for any of the above described projects.

**ARTICLE V
REGISTERED OFFICE/AGENT**

The street address of the initial registered office of the Corporation is c/o City Manager, 255 Parkway Boulevard, Coppell, Texas 75019, and the name of its registered agent at such address is Christel Pettinos.

**ARTICLE VI
DIRECTORS**

The number of directors constituting the initial Board of Directors is seven, and the names and addresses and initial terms of office of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
Kip Allison	464 Halifax, Coppell, Texas 75019	2 years
Sandra Edwards	241 Whispering Hills, Coppell, Texas 75019	2 years
Elizabeth Barger	719 Clayton Circle, Coppell, Texas 75019	2 years
Timothy Higgins	306 Lodge Road, Coppell, Texas 75019	2 years
Jim Still	726 Oriole Lane, Coppell, Texas 75019	2 years
Andrew Wagner	601 Wellington Road, Coppell, Texas 75019	2 years
Mary Williams	755 Pelican Lane, Coppell, Texas 75019	2 years

Directors are appointed and serve at the pleasure of the City Council of the City of Coppell. A Director may be removed by the City Council of the City of Coppell at any time without cause. Directors shall serve without compensation except that they shall be entitled to reimbursement for expenses incurred in the performance of their duties as Directors.

**ARTICLE VII
INCORPORATORS**

The name and street address of the incorporators are Don B. Manson, 821 Parkway Boulevard, Coppell, Texas 75019; Jim Witt, 255 Parkway Boulevard, Coppell, Texas 75019; and Clay Phillips, 255 Parkway Boulevard, Coppell, Texas 75019.

**ARTICLE VIII
AUTHORIZATION**

The City Council of the City of Coppell, Texas, has specifically authorized and approved this Restated Certificate of Formation with New Amendments of the Coppell Recreation Development Corporation, a non-profit corporation, by a resolution adopted April 22, 2014.

ARTICLE IX ELIGIBILITY

That the City of Coppel is a City with a population of fewer than 50,000 according to the most recent federal decennial census that is located within the territorial limits but has not elected to become a part of a metropolitan rapid transit authority that has a principal city with a population of more than 750,000 according to the most recent federal decennial census, with such authority being created under Chapter 452 of the Texas Transportation Code and the creation of this Corporation was authorized under the provision of Section 4B, Article 5190.6, the Development Corporation Act of 1979, Vernon's Revised Civil Statutes, as amended, and the Corporation shall be governed by that Section as now set forth in Title 12, Subtitle C1, Texas Local Government Code, as amended.

ARTICLE X AMENDMENTS

The Articles of Incorporation may at any time, and from time to time, be amended by the following:

- a. the Board of Directors shall file with the City Council of the City of Coppel, Texas, a written application requesting approval of the amendments to the Articles of Incorporation, specifying in such application, the proposed amendments. City Council shall consider such application and, if deemed appropriate shall approve the form of the proposed amendments. The Board of Directors of the Corporation may then amend the Articles of Incorporation by adopting such amendment at a meeting of the Board of Directors and delivering the Amended or restated Articles of Incorporation Secretary of State, or
- b. the City Council of the City of Coppel, Texas may, at its sole discretion, amend these Articles of Incorporation, by the adoption of a resolution approving amended or restated Articles of Incorporation.

ARTICLE XI DISSOLUTION

When the Corporation is dissolved, 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 the City of Coppel, Texas, after satisfaction or provision for satisfaction of debts and claims.

ARTICLE XII CITY APPROVAL

All actions of the Corporation are subject to the City Council approval.

ARTICLE XIII STATEMENTS

Article I was changed to reflect the name of the corporation pursuant to a previous amendment. Article IV is amended to incorporate into the purposes of the corporation the projects that were approved at an election held on November 5, 2013, and to identify the corporation's current governing law. Article V was changed to list the current registered agent of the corporation. Article VIII was changed to state the City Council's approval of this Restated Certificate of Formation with New Amendments. Article IX was changed to identify the corporation's current governing law

The additional amendment to the certificate of formation set forth in Article IV conforms to Title 12, Subtitle C1, Texas Local Government Code, and is an addition to this Certificate of Formation.

This Restatement of the Certificate of Formation and all amendments to the Certificate of Formation that are in effect and all additional amendments made to the Certificate of Formation; and this Restatement does not contain any other change to the Certificate of Formation.

This Restated Certificate of Formation with New Amendments was approved by the City Council of the City of Coppell, Texas, by resolution adopted April 22, 2014.

President, Board of Directors
Coppell Recreation Development Corporation

Secretary, Board of Directors
Coppell Recreation Development Corporation

ACKNOWLEDGMENT

BEFORE ME, the undersigned authority, on this day personally appeared the foregoing individuals, to be the persons and officers whose true and genuine signatures were subscribed to the foregoing instrument in my presence.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the ____ day of _____, 2014.

Notary Public, State of Texas