

ARTICLES OF INCORPORATION
OF
SIMONTON DEVELOPMENT CORPORATION
A NON-PROFIT CORPORATION

FILED
In the Office of the
Secretary of State of Texas

FEB 11 2009

STATE OF TEXAS)
COUNTY OF FORT BEND)(

Corporations Section

We, the undersigned natural persons, each of whom is at least eighteen (18) years of age or more, a resident and qualified voter of the City of Simonton (the "City"), and a citizen of the State of Texas, acting as incorporators of a public instrumentality, and non-profit industrial development corporation (the "Corporation"), organized and governed under the provisions of Vernon's Ann. Civil Statutes, Article 5190.6, Section 4B, of the Development Corporation Act of 1979 (the "Act"), with the approval of the City Council of the City of Simonton (the "Council") as evidenced by the attached Resolution, do hereby adopt the following Articles of Incorporation for the Corporation.

**ARTICLE I
NAME**

The name of the Corporation is Simonton Development Corporation.

**ARTICLE II
NON-PROFIT STATUS**

The Corporation is a public non-profit corporation, and is an industrial development corporation organized under the provisions of the Act, and governed by Section 4B of the Act. In the event of any conflict between any provisions of these Articles of Incorporation and the Act, then the provisions of the Act shall prevail.

**ARTICLE III
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
PURPOSE**

The Corporation is organized for the public purpose of aiding, promoting, and furthering the economic development of the City, pursuant to the provisions of the Act. The Corporation may issue bonds or incur other forms of debt to fulfill its public purpose. 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 Code of 1954, as amended.

No agreements, bonds, debts, or obligations of the Corporation are, or shall ever be deemed to be, the agreements, bonds, debts, or obligations, or the 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 the pledge of faith and credit of any of them.

**ARTICLE V
AUTHORIZATION**

The City has specifically authorized the Corporation by Resolution to act on its behalf to further the public purposes stated in the Resolution and these Articles of Incorporation, and has approved these Articles of Incorporation. A copy of said Resolution is attached to these Articles of Incorporation and made a part hereof for all purposes.

**ARTICLE VI
MEMBERSHIP AND STOCK**

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

**ARTICLE VII
BYLAWS**

The Corporation's internal affairs shall be regulated by a set of Bylaws, not inconsistent with the laws of this State, and approved by the Council, under whose auspices the Corporation is created.

**ARTICLE VIII
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 35011 FM 1093, Simonton, Texas 77476, and the mailing address is PO Box 7, Simonton, TX 77476, and the initial registered agent is Joan Robertson.

**ARTICLE IX
DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of seven (7) directors appointed by the Council. Subsequent to the initial terms, directors shall serve for two (2) year terms of office. The terms of the directors shall be staggered. No more than four (4) directors shall be persons who are employees, officers, or members of Council. The names and street addresses of the persons who are to serve as the initial directors and the dates of expiration of their initial terms as directors are as follows:

| Name | Address | Expiration of Term |
|---------------------|---|---------------------------|
| David J. Houlihan | 39907 Boot Hill Rd. Simonton, TX 77476 | June1, 2010 |
| David de los Santos | 609 Hackamore Simonton, TX 77476 | June1, 2010 |
| Larry A. Smith | 7410 FM 1489 Simonton, TX 77476 | June1, 2010 |
| Marianne Griswold | 902 Fort Bend Dr. Simonton, TX 77476 | June1, 2011 |

| | | |
|------------------------|--|-------------|
| Edmund J. McAleer, Jr. | 35602 Vernon Frost Rd. Brookshire, TX 77423 | June1, 2011 |
| Daniel McJunkin | 1234 Pony Lane Simonton, TX 77476 | June1, 2011 |
| Jeffrey W. Young | 1026 Pony Lane Simonton, TX 77476 | June1, 2011 |

Each director, including the initial directors, must reside within the City, or Fort Bend County, Texas. Each director, including the initial directors, shall be eligible for reappointment. Irrespective of terms, directors serve at the pleasure of the Council, and are removable by a majority vote of the Council at any time, with or without cause. The directors, including the initial directors, shall serve without compensation, except they may be reimbursed for actual expenses incurred in the performance of their duties.

ARTICLE X INCORPORATORS

The names and addresses of the incorporators are as follows:

| Name | Address |
|--------------------|---------------------------------------|
| Louis J. Boudreaux | 9530 Barnes Rd. Simonton, TX 77476 |
| Paul Sabrsula, Jr. | 37716 Bronco Simonton, TX 77476 |
| Jimmy Gammill | 36602 Hondo Simonton, TX 77476 |
| Daniel McJunkin | 1234 Pony Lane Simonton, TX 77476 |
| Margaret Wright | 36719 Maverick Simonton, TX 77476 |

ARTICLE XI DIVIDENDS

No dividends shall ever be paid by the Corporation, and no part of its net earnings remaining after payment of its expenses shall be distributed to, or inure to the benefit of its directors.

**ARTICLE XII
DISSOLUTION**

If the Corporation should ever 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 the City after satisfaction or provision for satisfaction, of all debts and claims. The City reserves the right to dissolve the Corporation.

**ARTICLE XIII
AMENDMENT**

These Articles of Incorporation may at any time, and from time to time, be amended by the Board of Directors upon approval by the Council, or by Council, provided any such amendment, or amendments, are executed in accordance with the Act, and are lawful under the Act.

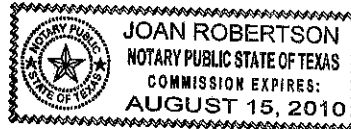
THE STATE OF TEXAS)
COUNTY OF FORT BEND)

BEFORE ME, the undersigned authority, on this day personally appeared Daniel McJunkin, known to me to be the person whose name is subscribed to the foregoing instrument, who, being by me first duly sworn, declared that he/she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

GIVEN UNDER MY HAND and seal of office this 20 day of January, 2009, A.D.

Daniel McJunkin
Daniel McJunkin

Joan Robertson
Notary Public, IN AND FOR THE STATE OF TEXAS



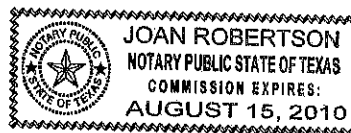
THE STATE OF TEXAS)
COUNTY OF FORT BEND)

BEFORE ME, the undersigned authority, on this day personally appeared Margaret Wright, known to me to be the person whose name is subscribed to the foregoing instrument, who, being by me first duly sworn, declared that he/she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

GIVEN UNDER MY HAND and seal of office this 20 day of January, 2009, A.D.

Margaret Wright
Margaret Wright

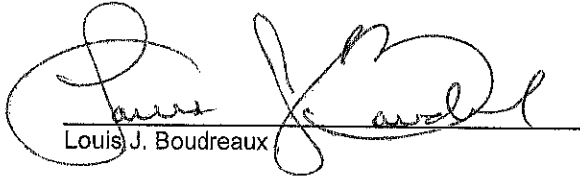
Joan Robertson
Notary Public, IN AND FOR THE STATE OF TEXAS

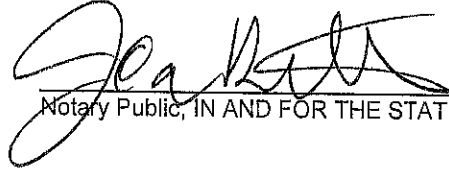


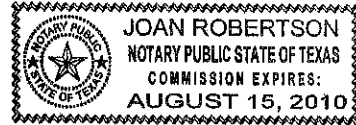
THE STATE OF TEXAS)
COUNTY OF FORT BEND)

BEFORE ME, the undersigned authority, on this day personally appeared Louis J. Boudreaux, known to me to be the person whose name is subscribed to the foregoing instrument, who, being by me first duly sworn, declared that he/she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

GIVEN UNDER MY HAND and seal of office this 20 day of JANUARY, 2009, A.D.


Louis J. Boudreaux

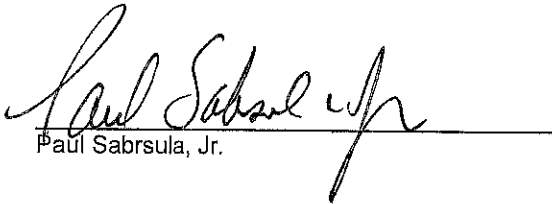

Notary Public, IN AND FOR THE STATE OF TEXAS




THE STATE OF TEXAS)
COUNTY OF FORT BEND)

BEFORE ME, the undersigned authority, on this day personally appeared Paul Sabrsula, Jr., known to me to be the person whose name is subscribed to the foregoing instrument, who, being by me first duly sworn, declared that he/she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

GIVEN UNDER MY HAND and seal of office this 20 day of January, 2009, A.D.


Paul Sabrsula, Jr.

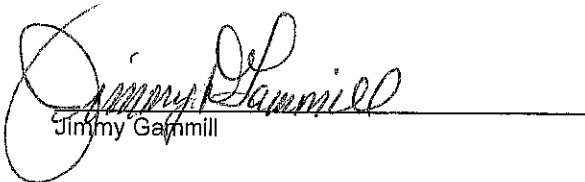

Notary Public, IN AND FOR THE STATE OF TEXAS



THE STATE OF TEXAS)
COUNTY OF FORT BEND)

BEFORE ME, the undersigned authority, on this day personally appeared Jimmy Gammill, known to me to be the person whose name is subscribed to the foregoing instrument, who, being by me first duly sworn, declared that he/she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

GIVEN UNDER MY HAND and seal of office this 20 day of January, 2009, A.D.


Jimmy Gammill


Notary Public, IN AND FOR THE STATE OF TEXAS

