

**RESOLUTION NO. 2012-05-\_\_\_ (R)**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MCKINNEY, TEXAS, APPROVING THE SECOND AMENDED ARTICLES OF INCORPORATION OF THE COLLIN COUNTY AIRPORT DEVELOPMENT CORPORATION; PROVIDING A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE**

**WHEREAS**, the City Council, by this resolution, desires to approve the Second Amended Articles of Incorporation of the Collin County Airport Development Corporation.

**NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF MCKINNEY, TEXAS, THAT:**

Section 1. The City Council of the City of McKinney, Texas hereby approves the Second Amended Articles of Incorporation of the Collin County Airport Development Corporation attached hereto as Exhibit A; and

Section 2. This Resolution shall be in full force and effect from and after its passage and adoption.

**DULY PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF MCKINNEY, TEXAS ON THE 1ST DAY OF MAY, 2012.**

CITY OF MCKINNEY, TEXAS

\_\_\_\_\_  
BRIAN LOUGHMILLER  
Mayor

ATTEST:

\_\_\_\_\_  
SANDY HART, TRMC, MMC  
City Secretary  
BLANCA I. GARCIA  
Assistant City Secretary

APPROVED AS TO FORM:

\_\_\_\_\_  
MARK S. HOUSER  
City Attorney

EXHIBIT A

**SECOND AMENDED ARTICLES OF INCORPORATION**  
**OF**  
**COLLIN COUNTY AIRPORT DEVELOPMENT CORPORATION**

Pursuant to Section 431.102 of the Texas Transportation Code (the "Act"), and the Texas Non-Profit Corporation Act, the undersigned Texas non-profit corporation (the "Corporation") adopts the following Second Amended Articles of Incorporation. Each director is at least eighteen (18) years of age or more, a qualified voter and a citizen of the State of Texas.

**ARTICLE I**

The name of the corporation is the **COLLIN COUNTY AIRPORT DEVELOPMENT CORPORATION** (the "Corporation").

**ARTICLE II**

The Corporation is a public non-profit corporation.

**ARTICLE III**

The period of duration of the Corporation shall be perpetual.

**ARTICLE IV**

A. The Corporation is hereby organized and will be operated in accordance with one or more governmental, charitable or public purposes, within the meaning of Section 501(c)(4) of the U.S. Internal Revenue Code of 1986, as the same may be now or hereafter amended. (the "Code").

B. The Corporation is organized for the purpose of aiding, assisting, and acting, where authorized, on behalf of the City in the performance of its governmental functions to promote the common good and general welfare of the City, and to promote, develop, encourage and maintain public aeronautical facilities, public transportation facilities, and related development in the City.

C. Subject to applicable federal and state law and the Bylaws of the Corporation (the "Bylaws"), the Corporation is further organized to aid, assist and act, where authorized, on behalf of the City by financing, constructing, owning, managing and operating facilities related to the Collin County Regional Airport ("CCRA"), together with land and improvements related thereto.

D. The Corporation is formed pursuant to the provisions of the Act as it now or may hereafter be amended to carry out certain functions at CCRA, solely within the specific powers granted to it by the City Council of McKinney, Texas (the "Council"), and Subchapter D of Chapter 431, Texas Transportation Code, which authorizes the Corporation to assist and act on behalf of the City and to engage in activities in the furtherance of the purposes for its creation.

E. The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of Texas to non-profit corporations incorporated under the Act including, without limitation, Article 1396 Vernon's Texas Civil Statutes (the Texas Non-Profit Corporation Act).

F. The Corporation shall have all other powers of a like or different nature not prohibited by law which are available to non-profit corporations in Texas and which are necessary or useful to enable the Corporation to perform the purposes for which it is created, including the power to issue bonds, notes or other obligations, and otherwise

exercise its borrowing power to accomplish the purposes for which it was created; provided, however, that the Corporation shall not issue any bond, certificate, note or other obligation evidenced by an instrument without the written consent of the City or as otherwise allowed by the Bylaws.

G. The Corporation is created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Subdivision (2), Section 101.001, Texas Civil Practice and Remedies Code. The operations of the Corporation are governmental and not proprietary functions for purposes of the Texas Tort Claims Act, Section 101.001 et seq., Texas Civil Practice and Remedies Code. Subject to the consent of the City Council, the Corporation shall have the power to acquire land in accordance with the Act as amended from time to time. References herein to the consent or written consent of the City shall refer to an ordinance, resolution or order of the governing body of the City.

#### **ARTICLE V**

The Corporation shall have no members and shall have no stock.

#### **ARTICLE VI**

A. All powers of the Corporation shall be vested in a Board of Directors ("Board") consisting initially of seven (7) persons. Additional persons may be added to the Board in accordance with the Bylaws. The initial directors of the Corporation ("Director" or "Directors") shall be those persons named in Article VIII. Each initial Director named in Article VIII hereof shall serve for the term prescribed in Article VIII. Subsequent Directors shall be appointed to the Board as prescribed in the Bylaws. Except as provided in the Articles of Incorporation, each Director shall serve for the term provided in the Bylaws. Any Director may be removed from office at any time, with or without cause, by the Council. The initial President of the Board shall be designated by majority vote of the Board. The Board shall hire an Executive Director. Said Executive Director shall report solely to the Board as the primary employee of the Board.

B. All other matters pertaining to the internal affairs of the Corporation shall be governed by the Bylaws, so long as such Bylaws are not inconsistent with these Articles of Incorporation, or federal law, or the laws of the State of Texas.

#### **ARTICLE VII**

The street address of the initial registered office of the Corporation is 222 N. Tennessee, McKinney, Texas, 75069, and the name of its initial registered agent at such address is Mark S. Houser.

#### **ARTICLE VIII**

The number of Directors constituting the Board is seven (7). The names, addresses and terms of office of the original seven (7) Directors are:

<b>NAME</b>	<b>ADDRESS</b>	<b>TERM EXPIRES</b>
Harry McKillop	801 N. College, McKinney, TX	2009
John Wroten	430 Lakewood Drive, Fairview, TX	2009
John Sullivan	4800 Ravendale Drive, McKinney, TX	2009
Andy Cowan	2250 Purdue Drive, Lucas, TX	2010
Daniel Jones	1329 Millwood, McKinney, TX	2010
Vic Lattimore	5321 Mariners Drive, Plano, TX	2010
Glynn Raymer	3316 S. Country Club Road, Garland, TX	2010

## ARTICLE IX

These amended Articles of Incorporation have been approved and adopted by the Collin County Airport Development Corporation Board of Directors by majority vote on April 12, 2012.

## ARTICLE X

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the Director received an improper benefit, whether or not the benefit resulted from an act taken within the scope of the Director's office, or (iv) for acts or omissions for which the liability of a Director is expressly provided by statute. Any repeal or amendment of this Article by the Directors shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director existing at the time of such repeal or amendment. In addition to the circumstances in which a Director is not personally liable as set forth in the preceding sentences, a Director shall not be liable to the fullest extent permitted by any amendment to the Texas statutes hereafter enacted that further limits the liability of a Director.

## ARTICLE XI

A. In accordance with the provisions the Code, and regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the Corporation: (a) shall not permit any part of the net earnings of the Corporation to inure to the benefit of any private individual; (b) shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; (c) shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; and (d) shall not attempt to influence the outcome of any election for public office or to carry on, directly or indirectly, any voter registration drives. Any income earned by the Corporation after payment of reasonable expenses, debt and establishing a reserve shall accrue to the City.

B. If the City Council determines by resolution that the purposes for which the Corporation was formed have been substantially met, the Council shall execute a certificate of dissolution which states those facts and declares the Corporation dissolved in accordance with applicable laws then in existence.

C. All projects of the Corporation as well as all plans and specifications of any improvement to be made by the Corporation where the project or improvement adds to the annual operations and maintenance costs by more than the limit established in its Annual Budget shall be approved in writing by the City Council unless otherwise authorized by the Bylaws.

D. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer all remaining assets to the City.

## ARTICLE XII

Subject to any restrictions contained in applicable state law, if the City considers and approves a concurrent resolution or ordinance directing the Board to proceed with the dissolution of the Corporation, the Board shall promptly proceed with the dissolution of the Corporation. The failure of the Board to promptly proceed with the dissolution of the Corporation in accordance with this Section shall be deemed a cause for the removal from office any or all of the Directors as permitted by Article VI of these Articles of Incorporation. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to the City.

**ARTICLE XIII**

The name and street address of the incorporator is: Mark S. Houser, 411 Red Head Court, McKinney, Texas 75070.

Signed this the \_\_\_\_\_ day of \_\_\_\_\_, 2012.

Incorporator:

\_\_\_\_\_  
MARK S. HOUSER

STATE OF TEXAS           §  
COUNTY OF COLLIN      §

This instrument was acknowledged before me on \_\_\_\_\_ by MARK S. HOUSER, who personally appeared before me, and being first duly sworn, declared that he signed this document as incorporator and registered agent, for the COLLIN COUNTY AIRPORT DEVELOPMENT CORPORATION, on behalf of said corporation.

\_\_\_\_\_  
Notary Public, State of Texas