

ORDER APPROVING THE FORM OF  
ARTICLES OF INCORPORATION OF A  
LOCAL GOVERNMENT CORPORATION AND  
AUTHORIZING ITS INCORPORATION

On this the 26th day of January, 1999, the Commissioners Court sitting as the governing body of Harris County, Texas, at a regular meeting, upon motion of Commissioner Lee, seconded by Commissioner Eversole, duly put and carried,

Upon consideration of the Application For Incorporation of a Local Government Corporation, the Court finds that the formation of a Local Government Corporation for the purpose of managing, operating, maintaining and developing the Astrodomain Complex is advisable.

It is therefore ORDERED:

1. The Court approves the form of Articles of Incorporation for the proposed Corporation, to be named Harris County Sports & Convention Corporation (the "Corporation"), said Articles of Incorporation being attached hereto and incorporated herein by reference for all purposes as though fully set forth word for word.
2. The Corporation shall operate the Astrodomain Complex under a lease from Harris County.
3. The personnel and resources of the Harris County Sports & Convention Operations, a Division of Public Infrastructure Department, are assigned to the Corporation for administrative support.
4. The Chairman of the Corporation is directed to work with the County Attorney to negotiate the terms of the lease agreement between Harris County and the Corporation. The Chairman is further directed to work with the County Budget Officer to develop a proposed budget and funding plan for the Corporation. The lease, budget and funding plan are to be presented to Commissioners Court for approval.

Payment to the Texas Secretary of State for filing fees for Articles of Incorporation in the amount of \$25.00 is approved.

FILED  
In the Office of the  
Secretary of State of Texas  
JAN 29 1999  
Corporations Section

ARTICLES OF INCORPORATION  
OF  
HARRIS COUNTY SPORTS & CONVENTION CORPORATION

We, the undersigned natural persons, all being residents of Harris County, Texas and above the age of eighteen years, acting as incorporators of a corporation under Subchapter D, Texas Transportation Corporation Act, TEX TRANSP. CODE ANN. § 431.101 *et seq.* (the "Act") and TEX. LOC. GOV'T CODE ANN. § 394.001 *et seq.* hereby adopt the following Articles of Incorporation for such corporation:

I.

The name of the Corporation is Harris County Sports & Convention Corporation.

II.

The Corporation is a public nonprofit corporation.

III.

The period of its duration is perpetual.

IV.

The Corporation is organized to aid and act on behalf of Harris County, Texas in managing, operating, maintaining and developing the Astrodomain Complex. This purpose includes developing and implementing a transition plan and a long-term management plan for the facility, implementation of Harris County's approved Master Plan, development of other sports and entertainment facilities and other site development and transportation issues related to management and development of the Astrodomain Complex.

V.

The Corporation shall have no members.

VI.

The Corporation shall have and exercise all of the rights, powers, privileges, authority and functions given under the Act and by the general laws of Texas to nonprofit corporations incorporated under the Texas Non-Profit Corporation Act which are consistent with the provisions of the Act.

The Corporation's budget, including any amendments thereto, shall be subject to the approval thereof by the Commissioners Court of Harris County.

VII.

These Articles of Incorporation and the Bylaws of the Corporation may be amended at any time and from time to time by the Board of Directors of the Corporation with the approval of the Commissioners Court of Harris County, or by the Commissioners Court in its sole discretion.

VIII.

The street address of the initial registered office of the Corporation is 8400 Kirby Drive, Houston, Texas 77054 and the name of its initial registered agent at such address is J. Shea Guinn.

IX.

The number of Directors constituting the initial Board of Directors of the Corporation is five. A change in the number of directors may be made only by amendment to these Articles of Incorporation. The names and addresses of the persons who are to serve as the initial Board of Directors, each of whom resides in Harris County, Texas, are:

Michael Surface	18834 Forest Elms Spring, Texas 77388
Willie Paul Loston	5424 Arapahoe Houston, Texas 77020
Gene Mosley	1746-33 Cloister Crosby, Texas 77532
Charles L. Sowell	718 Voss Road Houston, Texas 77024
John J. Montalbano	No. 8, Stillforest Houston, Texas 77024

The Commissioners Court of Harris County shall appoint Directors for new terms and fill any vacancy in the Board of Directors. Members of the initial Board of Directors shall hold office for a term of either two or three years. At the organizational meeting of the Board, the members shall draw lots to determine their terms, three of which shall be for three years, and two of which shall be for two years. Thereafter, terms shall be for three years. A Director may be removed at any time, with or without cause, by order of the Commissioners Court.

The Commissioners Court shall appoint the Chairman of the Board of Directors.

X.

The name and street address of each incorporator, each of whom resides in Harris County, Texas, is:

Michael Surface	18834 Forest Elms Spring, Texas 77388
Willie Paul Loston	5424 Arapahoe Houston, Texas 77020
J. Shea Guinn	2319 Briarhurst Houston, Texas 77057

XI

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 to the extent the Director is found liable: (i) for any breach of the Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith that constitute a breach of duty or which involve intentional misconduct of the Director 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 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.

XII.

In the event of dissolution of the Corporation, its assets shall be applied and distributed as follows:

- A. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, as set forth in the Texas Non-Profit Corporation Act, TEX. REV. CIV. STAT. ANN. art 1396-6.02 § A. (1) (Vernon 1997).
- B. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

C. The remaining assets of the Corporation shall be distributed to Harris County, Texas.

XIII.

A resolution approving this form of the Articles of Incorporation of the Corporation was adopted by the Commissioners Court of Harris County on the 26th day of January, 1999.

IN WITNESS WHEREOF, we have hereunto set our hands, <sup>AS OF</sup> this 27<sup>th</sup> day of JANUARY, 1999.

Michael Surface  
Michael Surface

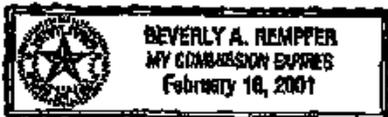
Willie Paul Loston  
Willie Paul Loston

J. Shea Guinn  
J. Shea Guinn

The State of Texas §  
County of Harris §

Before me, the undersigned authority, on this day personally appeared Michael Surface, known to me to be the person whose name is subscribed to the foregoing instrument and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 27<sup>th</sup> day of January, 1999.



Beverly A. Remppel  
Notary Public in and for  
The State of Texas

The State of Texas §  
County of Harris §

Before me, the undersigned authority, on this day personally appeared Willie Paul Loston, known to me to be the person whose name is subscribed to the foregoing instrument and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 27<sup>th</sup> day of January, 1999.

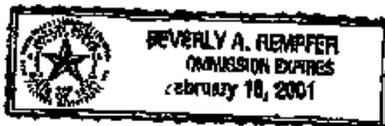


*Beverly A. Rempfer*  
Notary Public in and for  
The State of Texas

The State of Texas §  
County of Harris §

Before me, the undersigned authority, on this day personally appeared J. Shea Guinn, known to me to be the person whose name is subscribed to the foregoing instrument and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 26<sup>th</sup> day of January, 1999.



*Beverly A. Rempfer*  
Notary Public in and for  
The State of Texas