

**AN ORDER OF THE TOM GREEN COUNTY COMMISSIONERS COURT
APPROVING THE BYLAWS OF TOM GREEN COUNTY
PUBLIC FACILITY CORPORATION**

WHEREAS, the Commissioners Court of Tom Green County, Texas (the "Court") on the 18th day of December, 2007, approved the creation of a public facility corporation to be known as the Tom Green County Public Facility Corporation;

WHEREAS, the Commissioners Court of Tom Green County, Texas approved the Articles of Incorporation and the tentative Bylaws of said corporation;

WHEREAS, the Articles of Incorporation of Tom Green County Public Facility Corporation were filed with the Office of the Secretary of State on December 19, 2007 and identified as file number 800913517, a Domestic Nonprofit Corporation;

WHEREAS, the Commissioners Court of Tom Green County, Texas tentatively approved of the form of the Bylaws of the Tom Green County Public Facility Corporation;

WHEREAS, it became necessary that the form of the Bylaws approved on December 18, 2007 needed to be modified from what was originally submitted to the Commissioners Court of Tom Green County, Texas; and

WHEREAS, the Court finds that the Bylaws as submitted to the Commissioners Court for approval are in proper order.

NOW, THEREFORE, BE IT ORDERED BY THE COMMISSIONERS COURT OF TOM GREEN COUNTY, TEXAS THAT:

The Bylaws of Tom Green County Public Facility Corporation as attached hereto be approved and adopted and that said Bylaws of Tom Green County Public Facility Corporation be submitted to the Board of Directors of the corporation, Frank W. Rose, Fred M. Key and Billy J. Hollis for their consideration and approval.

ENACTED this 5 day of February, 2008.

TOM GREEN COUNTY, TEXAS

By: 
Michael D. Brown, County Judge

ATTEST:

W. Marie Robertson, Deputy
Elizabeth McGill, County Clerk and
Ex-Officio Clerk of the Tom Green County
Commissioners Court



BYLAWS OF
TOM GREEN COUNTY PUBLIC FACILITY CORPORATION

ARTICLE I

OFFICES

The principal offices of the TOM GREEN COUNTY PUBLIC FACILITY CORPORATION (the “corporation”) shall be at Tom Green County Courthouse, 112 W. Beaugard, San Angelo, Tom Green County, State of Texas.

ARTICLE II

MEMBERS

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

ARTICLE III

Section 3.1. Financing of Public Facilities. In order to implement the purposes for which the Tom Green County Public Facility Corporation (the “Corporation”) was formed, as set forth in its Articles of Incorporation, the Corporation may issue bonds to finance or refinance the costs of any “public facility” as defined in Chapter 303, Texas Local Government Code, as amended (the “Act”), or acquire, construct, rehabilitate, renovate, repair, equip, furnish or place in service public facilities on behalf of Tom Green County (the “County”).

Section 3.2. Books and Records, Review of Financial Statements. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Corporation Board (the “Corporation Board”) and committees having any of the authority of the Corporation Board. All books and records of the Corporation may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time; and at all times the Commissioners Court (the “Commissioners Court”) of the County will have access to the books, records and financial statements of the Corporation.

Section 3.3. Powers in General. The Corporation may exercise all powers granted under the Act, consistent with its Articles of Incorporation.

Section 3.4. Conditions Precedent to Issuance of Obligations. The Corporation shall not issue any obligations unless all conditions precedent to such issuance as required by the Act, if any, have been fulfilled.

Section 3.5. Non-profit Corporation. The Corporation shall be a non-profit corporation, and no part of its net earnings remaining after payment of its bonds and expenses shall inure to the benefit of any person other than the County.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1. Number, Appointment and Tenure. The affairs of the Corporation shall be managed by a board of directors which shall consist of three (3) natural persons. Each director shall be appointed by the Commissioners Court, and shall hold office for a term of six (6) years. Each director appointed to fill a vacancy created by the resignation or removal of a director prior to the expiration of his term shall service the balance of the unexpired term. Each director shall be removable by the Commissioners Court for cause or at any time without cause. Each director shall hold office for the term for which he is appointed and until his successor shall have been appointed and qualified unless sooner removed.

Section 4.2. Committees. The Board may, by resolution or resolutions, adopted by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors and such ex-officio member of the Board as designated, which, to the extent permitted by law and provided in said resolution or resolutions, when the Board is not in session, shall have and exercise the powers of the Board in the management of the business and affairs of the Corporation. Such committee or committees shall have such name or names as may be designated from time to time by resolution adopted by the Board. The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

Section 4.3. Vacancies. In case of any vacancy in the Board through death, resignation, disqualification, or other cause, a successor to hold office shall be appointed by the Commissioner's Court of Tom Green County.

Section 4.4. Place of Meetings. Regular meetings of the Board shall be held at the principal offices of the Corporation, unless otherwise determined by resolution or the Board. A meeting of the Board for the election of officers and the transaction of such other business as may come before the meeting shall be held on the first Thursday in July of each year, unless changed by resolution of the Board.

Section 4.5. Regular Meetings. Regular meetings of the Board may be held, without the necessity for advance notice, at such times and places as shall be designated from time to time by resolution of the Board. No notice shall be required for a regular meeting.

Section 4.6. Special Meetings. Special meetings of the Board shall be held when called by direction of the president, or by two-thirds of the directors then in office.

Section 4.7. Notice of Meetings. The secretary shall cause notice of the time and place of holding each meeting of the Board to be given to each director. Such notice may be in writing, in person, or telephone. Notice of each meeting shall be given to the public in accordance with the provisions of the Texas Open Meetings Act, Chapter 551, Texas Government Code.

Section 4.8. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the

minutes of the meeting or unless such Director shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of the action.

Section 4.9. Quorum. A majority of the Board shall constitute a quorum for the transaction of business.

Section 4.10. Order of Business. At meetings of the Board business shall be transacted in such order as the Board may determine by resolution.

At all such meetings of the Board, the president, or in his absence, the vice-president shall preside. The secretary of the Corporation shall sit as secretary at all meetings of the Board, and in case of his absence the chairman of the meeting may designate any person to act as secretary.

Section 4.11. Additional Powers. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board may exercise all such powers of the corporation and do all lawful acts and things as are not by statute or by the charter or by these Bylaws prohibited. Without prejudice to such general powers and other powers conferred by statute, by the charter, and by these Bylaws, it is hereby expressly declared the Board shall have the following powers, that is to say:

- (1) To purchase, or otherwise acquire for the Corporation, any property, rights or privileges which the corporation is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think fit, and at their direction to pay therefore either wholly or partly in money, bonds, debentures, or other securities of the Corporation as may be lawful;
- (2) To create, make, and issue notes, mortgages, bonds, deeds of trust, trust agreement, and negotiable or transferable instruments and securities, secured by mortgage or deed of trust on any real property of the Corporation or otherwise, and to do every other act or thing necessary to effect the same;
- (3) To sell or lease the real or personal property of the Corporation on such terms as the Board may see fit and to execute all deeds, leases, and other conveyances or contracts that may be necessary for carrying out the purposes of this Corporation; and
- (4) Lend money for its corporate purposes; invest its money, and take and hold security for the payment of money loaned or invested

Section 4.12. Compensation of Directors and Officers. Directors and officers, as such, shall not receive any salary for their services but by resolution of the Board, expenses incurred in the corporation's business may be reimbursed.

Section 4.13. Indemnification. The Corporation shall indemnify any director, officer, employee, or agent or former director, employee, or agent of the Corporation for expenses and costs,

including attorneys' fees, actual or necessarily incurred by the person in connection with any claim asserted against the person, by action in court or other forum, by reason of such person having been a director, officer, employee, or other agent, except that the Corporation may not provide indemnity in a matter if the director, officer, employee, or agent is guilty of misconduct in relation to the matter.

ARTICLE V

OFFICERS

Section 5.1. Officers. The officers of the Corporation may consist of a president, a vice-president, a secretary, a treasurer, and an assistant secretary and may also include such other officers and assistant officers as the board of directors may elect or the president may appoint at any time and from time to time. Any two or more offices may be held by the same person, except the offices of president and secretary. The board of directors shall elect the officers of the Corporation at its first meeting, at the first meeting following each anniversary date of the initial issuance of certificates of incorporation of the Corporation by the Secretary of State, and, in the case of an election to fill any vacant office, at the first meeting following the vacating of such office. Each officer shall hold office for a period of one (1) year. Each officer elected to fill a vacancy which occurs prior to the expiration of the term of such office shall serve for the balance of an unexpired term. Each officer shall hold office for the term for which he is elected and until his successor is elected and qualified. Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the Corporation will be served thereby.

Section 5.2. Powers and Duties of the President. The president shall preside at all meetings of the directors. He shall have power to sign and execute all contracts and instruments of conveyance in the name of the corporation, to sign checks, drafts, notes and orders for the payment of money, and to appoint and discharge agents and employees, subject to the approval of the Board. The president shall have general and active management of the business of the corporation, and shall perform all the duties usually incident to the office of president.

Section 5.3. Powers and Duties of the Vice-President. The vice-president shall have such powers and perform such duties as may be delegated to him by the Board. In the absence or disability of the president, the vice-president may perform the duties and exercise the powers of the president.

Section 5.4. Powers and Duties of the Secretary. The secretary shall keep the minutes of all meetings of the Board in books provided for that purpose; he shall attend to the giving and service of all notices, he may sign with the president, or a vice-president, in the name of the corporation, all contracts and instruments of conveyance authorized by the Board, and when so ordered by the Board, he shall affix the seal of the corporation thereto; he shall have charge of such other books and papers as the Board may direct, all of which shall, at all reasonable times, be opened to the examination of any director, upon application at the office of the corporation during business hours; and he shall in general perform all the duties incident to the office of secretary, subject to the control of the Board. The secretary shall submit such reports to the directors as may be requested by the Board. In the absence or disability of the secretary, the assistant secretary may perform the duties and exercise the powers of the secretary.

Section 5.5. Powers and Duties of the Treasurer. The treasurer shall have custody of all funds and securities of the corporation, which may come into his hands; when necessary or proper he shall endorse on behalf of the corporation for collection, checks, notes, and other obligations and shall deposit the same to the credit of the corporation in such bank or depository as the Board may designate. When required by the Board, the treasurer shall render a statement of cash account; the treasurer shall enter regularly in the books of the corporation, to be kept by the treasurer for that purpose, a full and accurate account of the corporation; the treasurer shall at all reasonable times exhibit his books and accounts to any director of the corporation upon application at the office of the corporation during business hours; the treasurer shall perform all acts incident to the position of treasurer, subject to the control of the Board.

The treasurer may be required to give a bond for the faithful discharge of his duties as the board may require.

ARTICLE VI

CORPORATION SEAL

The impression of the corporate seal is shown below.

[Seal]

ARTICLE VII

MISCELLANEOUS

Section 7.1. Annual Statement. The Board shall submit to the Commissioners Court an annual statement of the financial condition of the corporation covering the previous fiscal year, and a consolidated balance sheet showing the assets and liabilities of the corporation at the end of the preceding fiscal year. Said statement shall be submitted within 120 days after the end of each fiscal year.

Section 7.2. Notices and Waivers Thereof. When under the provisions of these Bylaws notice is required to be given to any director or officer, unless otherwise provided such notice may be given personally, or it may be given in writing by depositing the same in the post office or letter box in a post-paid envelope or postal card addressed to such director or officer, at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed. When any notice is required to be given by law, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 7.3. Negotiable Instruments. All checks, drafts, notes or other obligations of the corporation shall be signed by such of the officers of the corporation or by such person or persons as may be thereunto *authorized by the Board.*

Section 7.4. Interpretation of Bylaws. These Bylaws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section, or other part of these Bylaws, or the application thereof to any person or circumstances, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section, or other part of these Bylaws to any other person or circumstances shall not be affected thereby.

Section 7.5. Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board. A copy of such minutes shall be mailed to the Commissioner's Court. Upon request, the Commissioner's Court shall have the right to audit the books and records of accounts of the corporation during normal business hours.

Section 7.6. Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Texas, a registered office, and a registered agent whose business office is identical to such registered office, as required by the Act. The registered agent and the registered office may be changed from time to time by the Board of Directors, in accordance with the requirements of the Act.

Section 7.7. Fiscal Year. The fiscal year of the Corporation shall be set by the Board at its first meeting.

ARTICLE VIII

AMENDMENTS

The Board, by the affirmative vote of a majority of the Board, may alter, amend, or repeal the Bylaws or adopt new Bylaws at any regular meeting, or any special meeting provided that notice be given not less than three (3) days prior to such meeting and that such notice contain a copy of the proposed amendment or amendments. Said amendments shall be effective upon approval by the Commissioners Court evidenced by an Order of the Court.

ARTICLE IX

DISSOLUTION OF CORPORATION

It shall not be the purpose of this Corporation to engage in carrying on propaganda or otherwise attempting to influence legislation. Upon the dissolution of the Corporation after payment of all obligations of the corporation, all remaining assets of the Corporation shall be transferred to the County.

Approved: February ___, 2008

President, Board of Directors
TOM GREEN COUNTY PUBLIC
FACILITY CORPORATION

Secretary, Board of Directors
TOM GREEN COUNTY PUBLIC
FACILITY CORPORATION

CERTIFICATE OF COUNTY CLERK

STATE OF TEXAS

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COUNTY OF TOM GREEN

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THE UNDERSIGNED HEREBY CERTIFIES that:

1. On the 5th day of February, 2008, the Commissioners Court (the "Court") of the County of Tom Green (the "County") convened in regular session at its regular meeting place in the County (the "Meeting"), the duly constituted members of the Court being as follows:

County Judge	Michael D. Brown
Commissioner, Pct. 1	Ralph Hoelscher
Commissioner, Pct. 2	Aubrey de Cordova
Commissioner, Pct. 3	Steve C. Floyd
Commissioner, Pct. 4	Richard Easingwood

and all of such persons were present at the Meeting, except the following:

_____ thus constituting a quorum. Among other business considered at the Meeting, the attached order (the "Order") entitled:

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was introduced and submitted to the Court for passage and adoption. After presentation and discussion of the Order, a motion was made by Michael D. Brown that the Order be passed and adopted. The motion was seconded by Richard Easingwood and carried by the following vote:

5 voted "For", 0 voted "Against" and 0 "Abstained"

all as shown in the official Minutes of the Court for the Meeting.

2. The attached Order is a true and correct copy of the original on file in the official records of the County; the duly qualified and acting members of the County Commissioners Court on the date of the Meeting are those persons shown above, and, according to the records of my office each member of the Court was given actual notice of the time, place, and purpose of the Meeting and had actual notice that the Order would be considered; and the Meeting and deliberation of the aforesaid public business, including the subject of the Order, was posted and given in advance thereof in compliance with the provisions of the Act.

IN WITNESS WHEREOF, I have signed my name officially and affixed the seal of the County,
this 5th day of February, 2008.

Elizabeth McGill, Deputy
Elizabeth McGill, County Clerk
Tom Green County, Texas

(County Seal)