

**EXHIBIT A**

**ARTICLES OF INCORPORATION  
OF  
TOM GREEN COUNTY CULTURAL EDUCATION  
FACILITIES FINANCE CORPORATION**

We, the undersigned natural persons, each of whom is at least eighteen (18) years of age and a resident of Tom Green County, Texas (the "County") acting as incorporators of a corporation under the Cultural Education Facilities Finance Corporation Act, Article 1528m, Vernon's Annotated Texas Civil Statutes (the "Act"), do hereby adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I**

The name of the Corporation is Tom Green County Cultural Education Facilities Finance Corporation.

**ARTICLE II**

The Corporation is a nonprofit public corporation.

**ARTICLE III**

The duration of the Corporation shall be perpetual.

**ARTICLE IV**

The purposes of the Corporation are (i) to acquire, construct, provide, improve, finance and refinance cultural facilities to accomplish the public purposes stated in the Act, (ii) to act on behalf of the County and as its duly constituted authority and instrumentality to exercise the powers granted under the provisions of Chapter 53, Texas Education Code, to a higher education authority created under Section 53.35(b), Texas Education Code, (iii) to acquire, construct, provide, improve, finance, and refinance health facilities to assist the maintenance of the public health pursuant to applicable provisions of Chapter 221 of the Texas Health and Safety Code, (iv) to acquire, purchase, lease, mortgage, and convey property with respect to a facility in accordance with the Act, and (v) to issue and execute bonds, notes or other obligations to loan or otherwise provide funds to borrowers to enable such borrowers to acquire, construct, enlarge, extend, repair, renovate, or otherwise improve facilities in accordance with the Act, or for acquiring land to be used for those purposes, or to create operating and debt service reserves for and to pay issuance costs related to the bonds, notes or other obligations.

**ARTICLE V**

A. The Corporation shall have and possess all powers, authority and rights conferred by the laws of the State of Texas on public nonprofit corporations created under the Act, including:

(i) with respect to cultural facilities and health facilities, all powers, authority and rights that a health facilities development corporation has with respect to health facilities under Chapter 221, Texas Health and Safety Code;

(ii) with respect to educational facilities, housing facilities, and other facilities incidental, subordinate, or related to those facilities, all powers, authority and rights that a nonprofit corporation created under Section 53.35(b), Texas Education Code, or an authority created under Section 53.11 Texas Education Code, has under Chapter 53, Texas Education Code;

(iii) the power to acquire, purchase, lease, mortgage, and convey property with respect to a facility;

(iv) the power to borrow money by issuing bonds, notes, and other obligations;

(v) the power to lend money for its corporate purposes;

(vi) the power to invest and reinvest its funds;

(vii) the power to secure its bonds, notes, and obligations by mortgaging, pledging, assigning, or otherwise encumbering its property or assets; and

(viii) the rights and powers of a corporation under the Texas Non-Profit Corporation Act (Article 1396-1.01 et seq., Vernon's Texas Civil Statutes), except as otherwise provided by the Act.

B. All powers of the Corporation shall be vested in a Board of Directors. Other than the initial Directors named herein, each Director shall be appointed by written order of the Commissioners Court. Directors shall serve for terms of two (2) years or until his or her successor is appointed and qualified; provided, however, that any Director may be removed from office at any time, for cause or at will, by written order of the Commissioners Court.

C. These Articles of Incorporation may be amended at any time and from time to time by the Board of Directors with the approval of the Commissioners Court, or by written order of the Commissioners Court, in its sole discretion, subject, however, to limitations on the impairment of contracts entered into by the Corporation, all under and in accordance with the Act.

D. All other matters pertaining to the internal affairs of the Corporation shall be governed by the bylaws of the Corporation, so long as such bylaws are not inconsistent with these Articles of Incorporation, the Act, or any other law of the State of Texas.

**ARTICLE VI**

The Corporation has no members and is a nonstock corporation.

**ARTICLE VII**

The street address of the initial registered office of the Corporation is Tom Green County, Office of the County Judge, 122 W. Harris, San Angelo, Texas, 76903 and the name of its initial registered agent at such address is Judge Mike Brown.

**ARTICLE VIII**

The number of Directors constituting the initial Board of Directors of the Corporation is five (5). The names and addresses of the members of the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Judge Mike Brown County Judge	122 W. Harris San Angelo, Texas 76903
Ralph Hoelscher Precinct 1 Commissioner	113 West Beauregard San Angelo, Texas 76903
Aubrey DeCordova Precinct 2 Commissioner	113 West Beauregard San Angelo, Texas 76903
Steve Floyd Precinct 3 Commissioner	113 West Beauregard San Angelo, Texas 76903
Bill Ford Precinct 4 Commissioner	113 West Beauregard San Angelo, Texas 76903

**ARTICLE IX**

The names and street addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Judge Mike Brown County Judge	122 W. Harris San Angelo, Texas 76903
Nathan Craddock County Auditor	112 W. Beauregard San Angelo, Texas 76903
Chris Taylor County Attorney	122 W. Harris San Angelo, Texas 76903

**ARTICLE X**

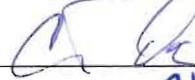
The name of the Corporation's sponsoring entity is Tom Green County, Texas. The address of the Corporation's sponsoring entity is 122 W. Harris, San Angelo, Texas, 76903. The Commissioners Court of Tom Green County, by order adopted on April 16, 2013, has specifically authorized the Corporation to act on its behalf to further the public purposes stated in such resolution and set forth herein, and has approved these Articles of Incorporation.

**ARTICLE XI**

If the Corporation ever should 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 given to transferred to private ownership but shall be transferred and delivered to the County after satisfaction or provision for satisfaction of debts and claims have been made.

IN WITNESS WHEREOF, we have hereunto set our hand as of the 16 day of April, 2013.

  
Incorporator Michael D. Brown

  
Incorporator Chris Taylor

  
Incorporator Nathan Craddock