

**ARTICLES OF INCORPORATION
OF
CITY OF SAN ANTONIO, TEXAS MUNICIPAL COUNCIL AIDE CORPORATION**

We, the undersigned natural persons, each of whom is at least 18 years of age, a citizen of the State of Texas and a resident of the City of San Antonio, Texas (the "City"), acting as incorporators of a public, nonprofit local government corporation under Subchapter D of Chapter 431, Texas Transportation Code, as amended (the "Act"), Chapter 394, Texas Local Government Code; Chapter 22, Business Organizations Code, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME OF CORPORATION

The name of the Corporation is the "CITY OF SAN ANTONIO, TEXAS MUNICIPAL COUNCIL AIDES CORPORATION" (the "Corporation").

ARTICLE TWO

TYPE OF CORPORATION

The Corporation is a public, nonprofit local government corporation governed by the Act, as now existing or as to be amended.

ARTICLE THREE

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

PURPOSE

The Corporation is organized solely for the purpose of aiding and acting on behalf of the City to accomplish certain governmental purposes of the City, to wit, the employment of council aides for the purposes of assisting council members in the performance of their official public duties as members of the City Council of the City of San Antonio, all at the request of the City Council of the City.

The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of the State of Texas to local government corporations incorporated under the Act whether or not so expressly limited in these Articles of Incorporation.

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.

Prior to the consummation of the sale and delivery of any bonds, notes, or other forms of debt instruments, the Corporation shall obtain the approval thereof from the Council.

The Corporation is a duly 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 1986 (26 U.S.C. §1 03), as amended, and the Corporation is authorized, and has as an additional specific purpose for its organization and operation, to act on behalf of the City as provided in these Articles of incorporation. However, 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 a pledge of the faith and credit of any of them.

The Employees of the corporation may participate in political activities commonly associated with and within the scope of political activities of the City Council Members provided those activities do not occur during duty hours for services. City equipment and resources provided to the Council Aide for use in performing services shall not be used directly or indirectly in connection with the political activities commonly associated with and within the scope of political activities of City Council. Notwithstanding the preceding, the activities of the Corporation and duty hour activities of its employees shall be the governmental activity of shaping policy for the City of San Antonio.

ARTICLE FIVE

MEMBERSHIP

The Corporation has no members and is a nonstock corporation.

ARTICLE SIX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is the Office of the City Clerk, Second Floor- City Hall, 100 Military Plaza, City of San Antonio, Texas, 78205, and the name of its initial registered agent at such address is _____.

ARTICLE SEVEN

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by an eleven (11) member board of directors (or such greater or lesser number to be equivalent at all times with the total number of positions constituting the City Council of the City) which shall be composed in its entirety of persons who are members of the City Council of the City, and whose terms of office shall be fixed by, and run coterminous with, their respective terms of office as members of the City Council of the City. A director shall hold office for the term to which the director is qualified and until a successor is qualified. A director serves without compensation but shall be entitled to reimbursement for actual expenses incurred in the performance of duties under the Act. The Corporation and the directors shall be subject to both the Texas Open Meetings Act and the Texas Open Records Act (Chapters 551 and 552, Texas Government Code, as amended).

ARTICLE EIGHT

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be eleven (11). The names and street addresses of the persons who are to serve as the initial directors (which is composed of the current members of the City Council) and the date of expiration of their initial terms as directors (which terms shall commence on the date these Articles of Incorporation are filed with the Secretary of State's office and end on the last day of their respective terms of office as members of the City Council) are as follows:

NAME/POSITION	ADDRESS	EXPIRATION DATE OF INITIAL TERM
Ron Nirenberg (Mayor)	First Floor City Hall 100 Military Plaza San Antonio, Texas 78205	May 31, 2021
Roberto C. Trevino (District 1)	Second Floor City Hall 100 Military Plaza San Antonio, Texas 78205	May 31, 2021
Jada Andrews-Sullivan (District 2)	Second Floor City Hall 100 Military Plaza San Antonio, Texas 78205	May 31, 2021
Rebecca J. Viagran (District 3)	Second Floor City Hall 100 Military Plaza San Antonio, Texas 78205	May 31, 2021
Dr. Adriana Rocha Garcia (District 4)	Second Floor City Hall 100 Military Plaza	May 31, 2021

	San Antonio, Texas 78205	
Shirley Gonzales (District 5)	Second Floor City Hall	May 31, 2021
	100 Military Plaza	
	San Antonio, Texas 78205	
Melissa Cabello Havrda (District 6)	Second Floor City Hall	May 31, 2021
	100 Military Plaza	
	San Antonio, Texas 78205	
Ana Sandoval (District 7)	Second Floor City Hall	May 31, 2021
	100 Military Plaza	
	San Antonio, Texas 78205	
Manuel Pelaez (District 8)	Second Floor City Hall	May 31, 2021
	100 Military Plaza	
	San Antonio, Texas 78205	
John Courage (District 9)	Second Floor City Hall	May 31, 2021
	100 Military Plaza	
	San Antonio, Texas 78205	
Clayton Perry (District 10)	Second Floor City Hall	May 31, 2021
	100 Military Plaza	
	San Antonio, Texas 78205	

Each of the initial directors resides in the City. Each director, including the initial directors, shall be eligible to serve for additional terms if qualified to serve for, and actually serving, additional terms as a member of the City Council of the City. In the event any director resigns, is removed from office by the City Council or no longer serves on the board of directors of the Corporation for any reason, the City Council shall provide for the selection of a new director to complete the unexpired term who shall be the person qualified to serve that term by virtue of that person's selection, in the manner prescribed by law, to serve the respective associated term of membership on the City Council of the City. The directors shall serve as such without compensation except that they shall be reimbursed for their actual expenses incurred in the performance of their duties as directors.

ARTICLE NINE

INCORPORATORS

The name and street address of each incorporator are:

NAMES	ADDRESSES
Ron Nirenberg (Mayor, City of San Antonio, Texas)	First Floor City Hall 100 Military Plaza San Antonio, Texas 78205

Ben Gorzell
(CFO, City of San Antonio, Texas)

First Floor City Hall
100 Military Plaza
San Antonio, Texas 78205

Renee Frieda
(Human Resources, City of San Antonio, Texas)

First Floor City Hall
100 Military Plaza
San Antonio, Texas 78205

ARTICLE TEN

LOCAL GOVERNMENT AUTHORIZING CREATION OF CORPORATION

The local government which has caused the Corporation to be created to act in accordance with the Act is the City of San Antonio, Texas. The City's address City Hall, 100 Military Plaza, San Antonio, Texas 78205.

ARTICLE ELEVEN

AUTHORIZATION AND APPROVAL BY CITY

Pursuant to a resolution adopted by the City Council on _____, 2021, the City has approved these Articles of Incorporation and has authorized the creation of the Corporation to act on its behalf to further the public purposes set forth in the Resolution and these Articles of Incorporation.

ARTICLE TWELVE

POWERS OF THE CORPORATION

The Corporation shall have all powers granted it by the Act, as it may be amended from time to time (including all powers of a corporation authorized for creation by the Texas Transportation Commission under Chapter 431, Texas Transportation Code, as amended, and all powers of a nonprofit corporation under the Texas Non-Profit Corporation Act (Article 1396-1.01 et. seq., Vernon's Texas Civil Statutes, as amended), whether or not so expressly stated in these Articles of Incorporation.

ARTICLE THIRTEEN

AMENDMENT OF ARTICLES

The City Council of the City may, in its sole discretion, and at any time terminate the Corporation subject to any limitation on the impairment of contracts entered into by the Corporation, by adopting an amendment to these Articles of Incorporation and delivering notice to the Secretary of State.

ARTICLE FOURTEEN

DIVIDENDS AND EARNINGS

No dividends shall ever be paid by the Corporation and no part of its net earnings (beyond that necessary for retirement of the indebtedness of the Corporation or to implement the public purposes of the City for which the Corporation has been created) shall be distributed to or inure to the benefit of its directors or officers or any person, firm, corporation or association except in reasonable amounts for services rendered or for reimbursement of actual expenses incurred in connection with the business affairs of the Corporation, except that in the event the board of directors shall determine that sufficient provision has been made for the full payment of the expenses, bonds and other obligations of the Corporation, then any net earnings of the Corporation thereafter accruing shall be paid to the City.

ARTICLE FIFTEEN

DISSOLUTION

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 transferred to private ownership, but shall be transferred and delivered to the City after satisfaction or provision for satisfaction of debts and claims.

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EXECUTED THIS _____ DAY OF _____, 2021.

INCORPORATORS:

RON NIRENBERG, as an Incorporator

BEN GORZELL, as an Incorporator

RENEE FRIEDA, as an Incorporator

ACKNOWLEDGEMENT

THE STATE OF TEXAS §
COUNTY OF BEXAR §

I, the undersigned, a Notary Public in and for the State of Texas, do hereby certify that on this ____ day of _____, 2021, personally appeared Ron Nirenberg, Ben Gorzell, and Renee Frieda, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing Articles of Incorporation as incorporators and in their respective capacities, as shown above and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.

Notary Public, State of Texas
My Commission Expires: _____

(NOTARY SEAL)

DRAFT