

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
THE ECONOMIC DEVELOPMENT CORPORATION OF WESLACO**

Pursuant to the provisions of the Development Corporation Act of 1979, TEX. REV. CIV. STAT. ANN. Art. 5190.06, and the provisions of the Texas Non-Profit Corporation Act, the City of Weslaco adopts the following Articles of Amendment to the Articles of Incorporation of The Economic Development Corporation of Weslaco as of the date set forth below, to-wit:

ARTICLE ONE

The name of the corporation is THE ECONOMIC DEVELOPMENT CORPORATION OF WESLACO.

ARTICLE TWO

The following amendment alters Article VI of the original Articles of Incorporation by deleting the original Article VI and substituting therefore the following:

ARTICLE VI

DIRECTORS

6.1 The affairs of the Corporation shall be managed by a Board of Directors. The Directors shall be appointed by the governing body of the City of Weslaco by each of the six (6) Weslaco City Commissioners appointing one Board of Directors from that Commissioners Respective Single Member District and The Mayor of Weslaco shall appoint one Board Member at Large.

6.2 From date hereof until September 30, 2009, the number of Directors is five (5) in accordance with the original Articles of Incorporation. The five (5) Directors shall be those as

currently appointed by the governing body of the City of Weslaco;

6.3 Commencing October 1, 2009, the number of Directors is seven (7). The names of the persons who are to serve as the Board of Directors as of such date are as

- (a) Place 1 - to be appointed by the governing body of the City of Weslaco,
- (b) Place 2 - to be appointed by the governing body of the City of Weslaco,
- (c) Place 3 - to be appointed by the governing body of the City of Weslaco,
- (d) Place 4 - to be appointed by the governing body of the City of Weslaco,
- (e) Place 5 - to be appointed by the governing body of the City of Weslaco,
- (f) Place 6 - to be appointed by the governing body of the City of Weslaco,
- (g) Place 7 - at large,

At the initial Board of Directors meeting of the seven (7) member Board, The Board of Directors will draw lots among themselves to determine which three (3) directors will serve three (3) year initial terms; which three (3) directors serve two (2) year initial terms; and which Director will serve a one (1) year initial term.

Upon the expiration of the term of office of each Director, subsequently appointed Directors for each Director's place shall serve for a three (3) year term based upon a September 30th anniversary date. After September 30, 2009, no Director shall serve for more than two (2) consecutive terms; however, a Director who serves two (2) consecutive terms shall be eligible for re-appointment after the lapse of two (2) years following the end of their last term. In the event a vacancy occurs in one or more of the Director's places, whether caused by death, resignation, disqualification, removal or expiration of term as provided in this Article, the

Weslaco City Commission shall appoint one or more individuals to fill the vacancy to complete the unexpired term or terms of such Director or Directors.

6.5 Each Director appointed by the governing body of the City of Weslaco to serve in Place 1, 2, 3, 4, 5 and 6 shall reside within the corresponding single member district applicable to the election of the governing body of the City of Weslaco as of the date of such Director's appointment. The Director appointed by the Mayor of the City of Weslaco to serve in Place 7, shall reside within the city limits of the City of Weslaco or within the extra-territorial jurisdiction of the City of Weslaco as of the date of such Director's appointment. If a Director changes their place of residence to no longer meet such requirements, such Director shall no longer be eligible to serve and shall be deemed to have resigned without further action of the Board of Directors or the governing body of the City of Weslaco and a vacancy shall exist in such Place. Provided however, if a Director does not change their place of residence but the boundaries of the City of Weslaco, its applicable single member districts or its extra-territorial jurisdiction change so that a sitting Director no longer meets such requirements, such Director shall continue to be eligible to serve the remainder of such Director's current term but shall not be eligible for re-appointment unless such Director meets the applicable requirements set forth herein.

6.6 In addition, each Director shall be of good moral character, be a United States citizen and shall meet at least one of the following qualifications:

- (a) Serve, or have served, as chief executive officer of a company; or
- (b) Serve, or have served, in a position of executive management of an institution; or
- (c) Has demonstrated interest, ability and knowledge in economic development.

Any Director who ceases to possess the aforementioned qualifications shall forthwith forfeit his position, a vacancy shall occur and such vacancy shall be filled in accordance with this Article.

A person who has served as an elected official on the Weslaco City Commission cannot be appointed as a Director if that person's term on the Weslaco City Commission ended less than 5 years from the date of nomination to the Economic Development Corporation of Weslaco Board.

A person who has sued the City of Weslaco is not eligible to be a Director.

6.7 Each Director shall be eligible for re-appointment if they otherwise satisfy the requirements set forth herein, subject however, to the consecutive term limitations as set forth above. Directors are removable by majority vote of the City Commission at any time at will, provided however, that no action by the City Commission shall be required to remove a Director who ceases to possess the qualifications stated herein. The Directors shall serve without compensation except that they shall be reimbursed for their actual expenses incurred in the performance of their duties as Directors.

ARTICLE THREE

The Corporation has no members end is a non-stock corporation.

ARTICLE FOUR

The City Commission of the City of Weslaco approved the amendments to the Articles of Incorporation by a meeting in accordance with the requirements of the Texas Open Meetings Act on the following vote 4 yes no 3 abstentions.

EXECUTED the 25th day of September, 2009.

CITY OF WESLACO

Buddy de la Rosa, R.Ph.
Buddy de la Rosa, R. Ph.
MAYOR

ATTEST:

Jamie V. Balli
for: Jamie V. Balli
Ajanda C. Elizondo, **CITY SECRETARY**

APPROVED AS TO FORM:

Ramon Vela
Ramon Vela
CITY ATTORNEY