



The State of Texas
SECRETARY OF STATE

I, MARK WHITE, Secretary of State of the State of Texas, DO HEREBY CERTIFY that the attached is a true and correct copy of the following described instruments on file in this office:

TERRELL CHAMBER OF COMMERCE

Charter

August 1, 1945

9.01 Statement

October 8, 1963



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

29th day of April A. D. 19 75

Mark White
Secretary of State



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Mark White
Secretary of State

THIS 1st DAY OF August 1941

M. G. Scurry
For The Secretary of State

THE STATE OF TEXAS)
COUNTY OF KAUFMAN)

KNOW ALL MEN BY THESE PRESENTS:

That We, Leaman Marshall, T.M. Clayton, Angus Dickson, L.W. Wells, Jr., R.C. Goodman, A.D. Edwards, J.A. Lipscomb, J.D. Rollins, L.H. Luckey, A.V. Howie, Gerald Burnett, J.W. Shepard, Jr., Dave Wheatley, W.E. Stallings, J.C. Patton, Jr., W.P. Allen, Jr., Dr. Roy Sloan, H.C. Barnes, F.A. Lloyd, E.E. Boyd, Van Pearce, Leye Love, A.H. Boyd and Fred V. Meridith, all citizens of Texas, under and by virtue of the laws of this State, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under such laws upon the following terms and conditions:

1. The name of the corporation shall be TERRELL CHAMBER OF COMMERCE.
2. The purpose for which it is formed is to organize a chamber of commerce, with power to provide and maintain suitable rooms for the conduct of its business, and to establish and maintain uniformity in the commercial usages between our city and other cities and towns, to acquire, preserve and disseminate valuable business information, and to adopt rules, regulations and standards of classification, and generally to promote the interest of trade and increase the facilities of commercial transactions in and for the City of Terrell, as authorized by subdivision 53, of Article 1302 of the Texas Revised Civil Statutes of 1925.
3. The place where the business of the corporation is to be transacted is the City of Terrell, Kaufman County, Texas, and elsewhere within or without the State of Texas in accordance with the laws of said State, and its principal place of business is to be in said Kaufman County, Texas, and in the City of Terrell where its principal office shall be located.
4. The term for which it is to exist is Fifty (50) years.
5. The number of directors shall be Twenty-two (22), and the names and residences of those who are appointees

for the first year are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>TERM OF OFFICE</u>
Angus Dickson	Terrell, Texas	One year
A.H. Boyd	" "	" "
T.M. Clayton	" "	" "
F.A. Lloyd	" "	" "
A.V. Howie	" "	" "
L.W. Wells, Jr.	" "	" "
L.H. Luckey	" "	" "
Leaman Marshall	Terrell, Texas	Two years
R.C. Goodman	" "	" "
A.D. Edwards	" "	" "
J.A. Lipscomb	" "	" "
J.D. Rollins	" "	" "
Dr. Roy Sloan	" "	" "
Van Pearce	" "	" "
Dave Wheatley	Terrell, Texas	Three years
J.W. Shepard, Jr.	" "	" "
H.C. Barnes	" "	" "
W.P. Allen, Jr.	" "	" "
Gerald Burnett	" "	" "
J.C. Patton, Jr.	" "	" "
Walter Stallings	" "	" "

E.E. Boyd Terrell, Texas
(To serve during his tenure as City Manager of the City of Terrell, and thereafter his successors as City Manager shall be automatically a member of the Board of Directors.)

At the end of the first year, and annually thereafter, there shall be elected by the members of the corporation seven (7) new directors to serve for a term of three (3) years.

6. This corporation shall have no capital stock, but shall be maintained by membership dues and donations, because its organization is sought for a non-profit purpose. An estimate of the value of the goods, chattels, lands, rights and credits owned by the corporation is \$ 300⁰⁰/_{KA} .

IN TESTIMONY WHEREOF we hereunto sign our names, this the 28 day of July, 1945.

Van Pearce
Love Love
J. C. Patton, Jr.
R. C. Goodman
Leaman Marshall

H. C. Barnes

as Boyd

T. M. Clayton

J. H. Shepard

E. E. Boyd

J. C. Patton

W. E. Halling

August Dixon

P. H. Houser

J. H. Houser

Dr. Roy C. Sloan

L. W. B. B.

F. A. Lloyd

Clare Wheatley

Gerald Burnett

A. H. Edwards

J. B. Collins

W. A. Collins

Fred V. Meredith

THE STATE OF TEXAS 0
COUNTY OF KAUFMAN 0

Before me, the undersigned authority, on this day personally appeared Angus Dickson, A.H. Boyd, T.M. Clayton, F.A. Lloyd, A.V. Howie, L.W. Wells, Jr., L.H. Luckey, Leaman Marshall, R.C. Goodman, A.D. Edwards, J.A. Lipscomb, J.D. Rollins, DrRoy Sloan, Van Pearce, Dave Wheatley, J.W. Shepard, Jr., H.C. Barnes, W.P. Allen, Jr., Gearald Burnett, J.C. Patton, ~~Dr.~~, W.E. Stallings, Loye Love, and Fred V. Meridith, known to me to be the persons whose names are subscribed to the foregoing instrument, and also known to me to be citizens of said State, and each acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the _____ day of July, 1945.



W. C. Varr
Notary Public in and for
Kaufman County, Texas.



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF

TERRELL CHAMBER OF COMMERCE/CONVENTION AND VISITORS BUREAU,
INC.

FORMERLY
TERRELL CHAMBER OF COMMERCE, INC.

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Amendment to the Articles of Incorporation of the above corporation duly executed pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment to the Articles of Incorporation and attaches hereto a copy of the Articles of Amendment.

Dated: April 14, 1998



LCS

Alberto R. Gonzales
Secretary of State

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
TERRELL CHAMBER OF COMMERCE, INC.
BY DIRECTORS

Pursuant to the provisions of Article 4.04 of the Texas Corporation Act, the undersigned directors adopt the following Article of Amendment to the Articles of Incorporation of TERRELL CHAMBER OF COMMERCE, INC.

ARTICLE ONE

The name of the corporation is TERRELL CHAMBER OF COMMERCE, INC.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the Board of Directors of the Corporation on February 23, 1998.

The amendment alters Article One of the original Articles of Incorporation to read as follows: "The name of the Corporation is TERRELL CHAMBER OF COMMERCE/CONVENTION AND VISITORS BUREAU, INC."

ARTICLE THREE

The amendment was adopted at a meeting of the board of directors held on February 23, 1998, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.

Date: April 13, 1998

TERRELL CHAMBER OF COMMERCE, INC.

By: 
DANNY BOOTH, PRESIDENT

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ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
TERRELL CHAMBER OF COMMERCE, INC.
BY DIRECTORS

FILED
In the Office of the
Secretary of State of Texas

APR 14 1998

Corporations Section

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Date: April 13, 1998

TERRELL CHAMBER OF COMMERCE, INC.

By: 
DANNY BOOTH, PRESIDENT

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CERTIFICATE OF CORPORATE RESOLUTIONS

We, DANNY BOOTH, President, and DAVID S. MALLARD, Secretary of TERRELL CHAMBER OF COMMERCE, INC., a Texas not-for-profit corporation, do hereby certify that said Corporation is duly organized and existing under the laws of the State of Texas; that all franchise and other taxes required to maintain its corporate existence have been paid when due and that no such taxes are delinquent; that no proceedings are pending for the forfeiture of its Certificate of Incorporation or for its dissolution, voluntarily or involuntarily; that it is duly qualified to do business in the State of Texas and is in good standing in such State; that there is no provision of the Articles of Incorporation and by-laws of said Corporation limiting the power of the Board of Directors to pass the resolution set out below and that the same is in conformity with the provisions of said Articles of Incorporation and by-laws; that the Secretary is the keeper of the records and minutes of the proceedings of the Board of Directors of said Corporation and that the following is a true and correct copy of Resolutions of the Board of Directors of the Corporation duly adopted by the Board of Directors upon proper notice given, at a regular meeting of the Board of Directors conducted on February 23, 1998, and that none of such Resolutions has been modified, amended or repealed in any respect and that all such Resolutions are in full force and effect on this date indicated below:

RESOLUTIONS:

"BE IT RESOLVED, that the name of the Corporation be changed to TERRELL CHAMBER OF COMMERCE/CONVENTION AND VISITORS BUREAU, INC. and that Article I of the Articles of Incorporation be amended to read: 'The Name of the Corporation shall be TERRELL CHAMBER OF COMMERCE/CONVENTION AND VISITORS BUREAU, INC.'"

"BE IT FURTHER RESOLVED, that the President of the Corporation, or his duly appointed attorney-in-fact, is hereby authorized and directed to do any and all things that he, in his sole discretion deems necessary or advisable and in the best interest of the Corporation in connection with the execution and delivery of said documentation to effect the intentions of the foregoing resolution; such executions to be upon such terms and conditions as such officer may in his sole discretion approve; that such officer is hereby authorized to execute and deliver in the name of the Corporation any and all instruments, documents, or further assurances, and that such officer's execution of such instruments, documents or further assurances will be conclusive evidence of such officer's and the Corporation's approval of same."

"BE IT FURTHER RESOLVED, That the seal of the Corporation and the attestation of the signature of the President or any Vice-President, by the Secretary of the Corporation will not be necessary, but if the seal of such attestation is required by any party in connection with any of the transactions contemplated by these Resolutions, the Secretary of the Corporation is hereby authorized to attest, for and on behalf of the Corporation, the

signature of the President or any Vice-President upon any instrument, document, or other writing executed on behalf of the Corporation by the President or any Vice-President and to affix the seal of the Corporation thereto."

"BE IT FURTHER RESOLVED, that the officers of the Corporation are hereby severally authorized to (a) sign, execute, certify, to verify, acknowledge, deliver, accept, file, and record any and all instruments and documents, and (b) take, or cause to be taken any and all such action in the name of the Corporation or otherwise, as in any such officer's judgment, is necessary, desirable or appropriate in order to consummate the transactions contemplated by or otherwise to affect the purposes of the foregoing resolution."

We further certify that the following persons are the officers of TERRELL CHAMBER OF COMMERCE, INC., and are the persons authorized to act and sign the foregoing Resolutions:

DANNY BOOTH, President

DAVID S. MALLARD, Secretary

IN WITNESS WHEREOF, we have hereunto set our hands as President and Secretary, respectively, of said Corporation and have attached hereto the official seal of said corporation this 13th day of April, 1998.


DANNY BOOTH


DAVID S. MALLARD

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