

**ARTICLES OF AMENDMENT
OF
THE CITY OF FREEPORT INDUSTRIAL DEVELOPMENT CORPORATION**

STATE OF TEXAS §
COUNTY OF BRAZORIA §

In the Office of the
Secretary of State of Texas
SEP 28 2000

Pursuant to the provisions of the Development Corporation Act of 1979, as amended (the "Act"), the following Articles of Amendment to the Articles of Incorporation of City of Freeport Industrial Development Corporation (the "Corporation") were authorized by appropriate resolution of the governing body of the City of Freeport, Texas (the "City").

ARTICLE I

Name of Corporation

The name of the Corporation is "City of Freeport Industrial Development Corporation"

ARTICLE II

Amendment to Articles of Incorporation

Section 1. Article I – Name is hereby amended and shall read in its entirety as amended as follows.

ARTICLE I

Name

The name of the Corporation is "Freeport Economic Development Corporation".

ARTICLE II

Name and Current Address of the City of Freeport

The name of the City is the City of Freeport, Texas The current street address of the City is 200 West Second Street, Freeport, Texas 77541

ARTICLE III

Statement and Date of Authorization of Amendment

The amendments stated herein and these Articles of Amendment were authorized and approved by appropriate resolution of the governing body of the City at its meeting of September 18, 2000

EXECUTED THIS 9/19, 2000

THE CITY OF FREEPORT INDUSTRIAL
DEVELOPMENT CORPORATION

By Lee Cameron
Lee Cameron, President Board of Directors of The City
of Freeport Industrial Development Corporation

ATTEST.

Deborah L. Murphy
Deborah L. Murphy, Secretary Board
of Directors of the City of Freeport
Industrial Development Corporation

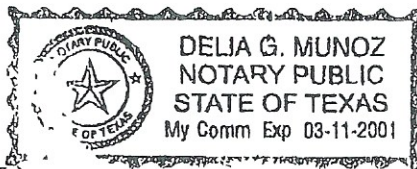
STATE OF TEXAS

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COUNTY OF BRAZORIA §

I, the undersigned, a Notary Public in and for the State of Texas, do hereby certify that on this 19th day of September, 2000, personally appeared Lee Cameron and Deborah L. Murphy, who being by me first duly sworn, declared that they are the persons who signed the foregoing Articles of Amendment of The City of Freeport Industrial Development Corporation, as President and Secretary of said corporation 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.



(SEAL)

Delia G. Munoz
Notary Public in and for the
State of Texas

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS
COUNTY OF BRAZORIA
CITY OF FREEPORT

I, the undersigned City Secretary of the City of Freeport, Texas (the "City"), hereby certify as follows

1 The City Council (the "City Council") of the City convened in SPECIAL MEETING ON THE 18th DAY OF September, 2000, at its regular meeting place in the Freeport City Hall (the "Meeting"), and the roll was called of the duly constituted officers and members of the City Council to wit

James A. Barnett
Hank Lippold
Jim Phillips
John Smith, III
Jerry Masters

Mayor
Council Member
Council Member
Council Member
Council Member

All members of the City Council were present, except the following N/A, thus constituting a quorum, whereupon among other business, the following was transacted at the Meeting, a written

A RESOLUTION AUTHORIZING, APPROVING AND DIRECTING AMENDMENT TO THE ARTICLES OF INCORPORATION OF CITY OF FREEPORT INDUSTRIAL DEVELOPMENT CORPORATION (THE "CORPORATION") AND AUTHORIZING, APPROVING AND DIRECTING ADOPTION OF ARTICLES OF AMENDMENT

(the "Resolution") was duly introduced for the consideration of the City Council. It was then duly moved and seconded that the Resolution be adopted, and, after due discussion, such motion, carrying with it the adoption of the Resolution prevailed and carried by the following votes,

AYES All members of the Board of Alderman shown present above voted "Aye", except as noted below,

NOES

ABSTENTIONS

2 A true, full, and correct copy of the Resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this Certificate, the Resolution has been duly recorded in the City Council's minutes of the Meeting pertaining to the adoption of the Resolution, the persons named in the above and foregoing paragraph are duly chosen, qualified, and acting officers and members of the City Council and duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting, and that the Resolution would be introduced and considered for adoption at the Meeting and each such officers and members consented, in advance, to the holding of the Meeting for such purpose; and the Meeting was open to the public, and public notice was given, all as required by Chapter 551, Texas Government Code

SIGNED AND SEALED THIS

9/19/ 2000

(SEAL)

Deborah L. Murphy
City Secretary, City of Freeport, Texas

RECEIVED
CITY OF FREEPORT
TEXAS
SEP 20 2000

RESOLUTION NO

1900

A RESOLUTION AUTHORIZING, APPROVING AND DIRECTING AMENDMENT TO
THE ARTICLES OF INCORPORATION OF CITY OF FREEPORT INDUSTRIAL
DEVELOPMENT CORPORATION (THE "CORPORATION") AND AUTHORIZING,
APPROVING AND DIRECTING ADOPTION OF ARTICLES OF AMENDMENT

WHEREAS, on December 20, 1995, the City Council ("City Council") of the City of Freeport, Texas (the "City") adopted an ordinance authorizing and approving the creation of the City of Freeport Industrial Development Corporation (the "Corporation") pursuant to the requirements of the Development Corporation Act of 1979, as amended (the "Act");

WHEREAS, the City Council hereby finds and determines that the amendment to the Articles of Incorporation of the Corporation as provided in the Articles of Amendment of the Corporation attached hereto as Exhibit A (the "Articles of Amendment") is advisable to conform to the requirements of the Act, and that it is further advisable that such Articles of Amendment be authorized and approved;

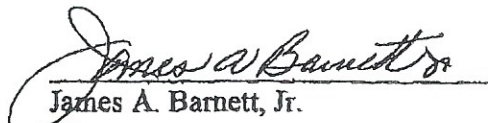
WHEREAS, it is hereby officially found and determined that the meeting at which this Resolution was passed was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code

THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FREEPORT, TEXAS:

Section 1 The amendments to the Articles of Incorporation of the Corporation as provided in the Articles of Amendment, are hereby authorized and approved and the Articles of Amendment are hereby authorized and approved.

Section 2. The City Council hereby directs that such amendments be made to the Articles of Incorporation and that such Articles of Amendment be authorized and approved by the board of directors of the Corporation

PASSED AND APPROVED, on this 18th day of September, 2000.


James A. Barnett, Jr.
Mayor

ATTEST.

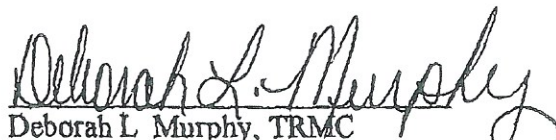

Deborah L. Murphy, TRMC
City Secretary

EXHIBIT A

**ARTICLES OF AMENDMENT
OF
THE CITY OF FREEPORT INDUSTRIAL DEVELOPMENT CORPORATION**

STATE OF TEXAS §

COUNTY OF BRAZORIA §

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Lee Cameron, President Board of Directors of The City
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ATTEST

Deborah L. Murphy
Deborah L. Murphy, Secretary Board
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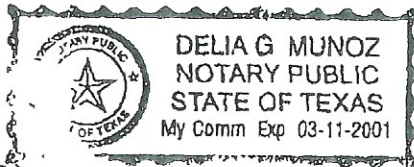
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(SEAL)

Delia G. Munoz
Notary Public in and for the
State of Texas