

FILED
In the Office of the
Secretary of State of Texas
SEP 27 2018

AMENDMENT TO CERTIFICATE OF FORMATION OF
HOUSTON LAND BANK

Corporations Section

Reference is hereby made to the Articles of Incorporation of the Land Assemblage Redevelopment Authority dated November 1, 1999 as filed with the Secretary of State of the State of Texas (under File No. 155688901) and as amended by the First Amendment to the Articles of Incorporation of the Land Assemblage Redevelopment Authority dated effective as of March 8, 2004 filed with the Secretary of the State, State of Texas (collectively, the "Original Articles").

Pursuant to Subchapter D of Chapter 431, Texas Transportation Code (the "Act"), and pursuant to Chapter 394, Sec. 394.016, the City Council of the City of Houston ("City") by Ordinance dated July 31, 2018 approved and adopted by a majority of the members of the City Council of the City on July 25, 2018, hereby amends the Original Articles by removing Article I, Article IV, Article VII, and Article XIII thereof and replacing the same with the following:

ARTICLE I
NAME

The name of the corporation shall be the Houston Land Bank (the "Corporation").

ARTICLE II
SUBSTANCE OF AMENDMENT

A. Article IV of the Original Articles is amended to read as follows:

The Corporation is formed pursuant to and is governed by the provisions of Subchapter D of Chapter 431 of the Act which authorizes the Corporation to aid, assist and act on behalf of the City and to engage in activities in furtherance of the purposes for its creation. The Corporation is organized for the purpose of reclaiming vacant, abandoned, and deteriorated properties on behalf of the City in the performance of its governmental functions to promote the common good and welfare of the City. On behalf of the City, the Corporation is also organized to undertake one or more projects to include, without limitation, the strategic acquisition, assemblage, management, marketing, development, and disposition of properties throughout the City, and to create one or more programs to include, without limitation, the development of affordable housing, workforce housing, grocery stores, retail space, green space, and other community programs that stimulate economic development and create jobs as part of the Complete Communities Initiative or as otherwise directed by the Mayor of the City.

The Corporation shall have and exercise all of the rights, powers, privileges, authority and functions given by the general laws of Texas to non-profit corporations incorporated under the Act including, without limitation, the Texas Non-Profit Corporation Law, Chapters 20 and 22 of the Texas Business Organizations Code (the "Non-Profit Act").

The Corporation shall have all other powers of a like or different nature not prohibited by law which are available to non-profit corporations in Texas and which are necessary or useful to enable the Corporation to perform the purposes for which it is created, including the power to issue bonds, notes or other obligations, and otherwise exercise its borrowing power to

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accomplish the purpose for which it was created, provided that the Corporation shall not incur obligations or notes or issue bonds without consent of the City Council of the City. The Corporation shall not be authorized to make or acquire home mortgages, or to make loans to lending institutions, the proceeds of which are to be used to make home mortgages or to make loans on residential developments.

The Corporation is created as a local government corporation pursuant to the Act, shall be a governmental unit within the meaning of Subdivision (2) of Section 101.001, Texas Civil Practices and Remedies Code, and its operations 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. In the manner and to the extent required by applicable law, the corporation will comply with the provisions of the Texas Open Meetings Act (Tex. Govt. Code §§551.001 to 551.146) and the Texas Public Information Act (Tex. Gov't. Code §§552.001 to 442.353) in force in the State of Texas from time to time.

B. Article VII of the Original Articles is amended to read as follows:

All powers of the Corporation shall be vested in a board of directors ("Board of Directors" or "Board"). The Board of Directors shall consist of thirteen (13) persons, together with any non-voting members that may be appointed pursuant hereto or pursuant to the Bylaws. The Mayor of the City, or designee, shall be named as a non-voting ex officio Director of the Board. Each person appointed to serve as a director ("Director" or "Directors") shall serve until his or her successor is appointed and approved. Each subsequent Director shall serve for a term of two (2) years or until his or her successor is appointed, unless such Director has been appointed to fill an unexpired term, in which case the term of the Director shall expire on the expiration date of the term of the Director whom he or she was appointed to replace. Directors shall be appointed or removed as provided in the Bylaws; notwithstanding, the approval of the appointment or reappointment of any Director of the Corporation shall require the prior approval of the Mayor of the City and be subject to confirmation by the City Council of the City.

In addition to the Directors, the Corporation may also have non-voting advisory members of the Board of Directors in such number as the Mayor of the City may appoint from time to time, each such appointment to be subject to confirmation by the City Council of the City. The Mayor of the City shall have the right to remove any such non-voting advisory members at any time, with or without cause. The Mayor of the City shall have the right to appoint a replacement for such removed person, subject to confirmation by the City Council of the City. Non-voting advisory members of the Board of Directors may, but need not be, residents of the City.

To be qualified to serve as a Director, a person must be a resident of the City of Houston and be at least 18 years old.

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 the Original Articles as amended by this Amendment to Certificate of Formation, or the laws of the State of Texas.

C. Article XIII of the Original Articles is amended to read as follows:

No amendment to the Certificate of Formation, Bylaws, or other corporate governing instrument shall be effective without the prior approval of the Mayor of the City and the City Attorney, or as otherwise required by law.

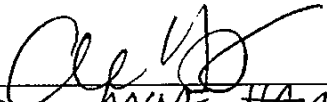
**ARTICLE III
PROCEDURE USED IN ADOPTING AMENDMENT**

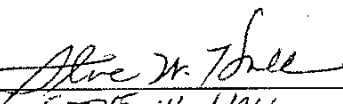
On October 27, 1999, the City Council of the City duly adopted Resolution No. 1999-59 authorizing the Corporation to act on behalf of the City to further the public purposes stated in the Resolution and approved certain Articles of Incorporation, which were filed with the Secretary of the State of Texas on November 1, 1999. On November 5, 2003, the City Council of the City passed and adopted Ordinance No. 2003-1018 approving the form of the Articles of Amendment. On July 25, 2018, the City Council of the City passed and adopted Ordinance No. 2018-0598 approving the form of this Amendment to Certificate of Formation.

The Corporation has no members entitled to vote on this Amendment to Certificate of Formation. This Amendment to Certificate of Formation was adopted at a meeting of the Board of Directors of the Corporation held on May 4, 2018 pursuant to the vote of the majority of the directors in office.

WHEREFORE, I have been duly authorized to execute this Amendment to Certificate of Formation on the Corporation's behalf on September 26, 2018.

HOUSTON LAND BANK

By: 
Name: ANNE HAINES
Title: President

By: 
Name: STEVE W. HALL
Title: Secretary

STATE OF TEXAS
COUNTY OF HARRIS

Before me, a notary public, on the 7th day of September, 2018, personally appeared Anne Haynes, in his/her capacity as President CEO of the Houston Land Bank, a Texas local government non-profit corporation, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Yvonne Cantu
Notary Public, State of Texas

