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In the Office of the
Secretary of State of Texas

NOV 1 1999

Corporations Section

**ARTICLES OF INCORPORATION
OF THE
LAND ASSEMBLAGE REDEVELOPMENT AUTHORITY**

We the undersigned natural persons, each of whom is at least eighteen (18) years of age or more and a resident and qualified voter of the City of Houston, Texas (the "City") and a citizen of the State of Texas, acting as incorporators of a corporation under the provisions of Subchapter D of Chapter 431, Texas Transportation Code, as amended (the "Act"), and Chapter 394 of the Texas Local Government Code (the "Local Government Code"), do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is the LAND ASSEMBLAGE REDEVELOPMENT AUTHORITY (the "Authority")

ARTICLE II

The Authority is a public, nonprofit corporation

ARTICLE III

The period of the duration of the Authority shall be perpetual

ARTICLE IV

The Authority is formed pursuant to and is governed by the provisions of Subchapter D of Chapter 431 of the Act which authorizes the Authority to aid, assist and act on behalf of the City and to engage in activities in furtherance of the purposes for its creation. The Authority is organized for the purpose of aiding, assisting, and acting on behalf of the City in the performance of its governmental functions to promote the common good and general welfare of the City and in undertaking and completing one or more projects, as may be defined or determined by the City Council of the City. In particular, such projects shall include, without limitation, the acquisition, assemblage, management, marketing, development and disposition of properties which have been acquired by taxing authorities through foreclosure of delinquent ad valorem taxes, including the redevelopment of such properties as set forth in Exhibit "A" attached hereto.

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The Authority 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 Act, Article 1396-1.01, et seq , Vernon's Texas Civil Statutes (the "Non-Profit Act").

The Authority 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 Authority 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 accomplish the purposes for which it was created, provided that the Authority shall not incur obligations or notes or issue bonds without the consent of the City Council of the City.

The Authority 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 Authority 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

ARTICLE V

The Authority shall have no members and shall have no stock

ARTICLE VI

The street address of the initial registered office of the Authority is 611 Walker, 6th Floor, Houston, Texas, 77002 and the name of its initial registered agent at such address is Robert M. Litke.

ARTICLE VII

All powers of the Authority shall be vested in a Board consisting of seven (7) persons. Each initial Director ("Director" or "Directors") named in Article VIII hereof shall serve for the term expiring on the date set forth in Article VIII Subsequent Directors shall be appointed as provided in the Bylaws. 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

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ARTICLE IX

The names and street addresses of the incorporators, each of whom resides within the City, are:

NAME	ADDRESS
Robert Litke	611 Walker, 6th Floor, Houston, Texas 77002
Don Cheatham	900 Bagby, 3rd Floor, Houston, Texas 77002
Bill Calderon	611 Walker, 6th Floor, Houston, Texas 77002

ARTICLE X

The City shall have an unrestricted right to receive any income earned by the Authority, exclusive of amounts needed to cover reasonable expenditures and reasonable reserves for future activities. No part of the Authority's income shall inure to the benefit of any private interests.

ARTICLE XI

The City Council may at any time consider and approve an ordinance directing the Board to proceed with the dissolution of the Authority and, upon receipt of a copy of such ordinance, the Board shall proceed with the dissolution of the Authority in accordance with applicable state law. The failure of the Board to proceed with the dissolution of the Authority in accordance with this Section shall be deemed a cause for the removal from office of any or all of the Directors as permitted by Article VII of these Articles of Incorporation.

If the Board of Directors determines by resolution that the purposes for which the Authority was formed have been substantially met and the bonds issued and all obligations incurred by the Authority have been fully paid, the Board shall execute a certificate of dissolution which states those facts and declares the Authority dissolved in accordance with the requirements of Section 394.026, Local Government Code, or with applicable law then in existence.

In the event of dissolution or liquidation of the Authority, all assets will be turned over to the City, unless the City Council shall otherwise direct

ARTICLE XII

Any capital project(s) of the Authority as well as all plans and specifications of any improvement to be made by the Authority shall be approved by the Director of the Department of Public Works and Engineering of the City

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ARTICLE XIII


These Articles may not be changed or amended without the prior approval of the City Council of the City

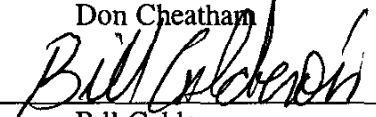
ARTICLE XIV

On October 27, 1999, the City Council of the City duly adopted a resolution authorizing the Authority to act on behalf of the City to further the public purposes stated in the resolution and in these Articles of Incorporation, approving the form of these Articles of Incorporation, and approving the creation of the Authority

IN WITNESS WHEREOF, we have hereunto set our hands this 27th day of October, 1999.




Robert Litke


Don Cheatham


Bill Calderon

Approved as to form:



Don Cheatham
Senior Assistant City Attorney

11/17/99 10:00 AM

**City of Houston Goals
for
Urban Redevelopment Plans**

The overall objective of redevelopment projects in Houston is to assure the maintenance of quality neighborhoods through the revitalization of aging areas and the elimination of slums and blight in order to protect and enhance land values, achieve economic growth and redevelopment and ensure community stability. Redevelopment requires the improvement of critical elements in a neighborhood and the maintenance of those improvements through a sustained partnership of public and private investments. Urban redevelopment plans supporting redevelopment projects generally address a range of issues such as community support, economic development, infrastructure needs and affordable housing.

The key goals of Houston's urban redevelopment plans include

- *Effective participation of neighborhood groups in the creation and implementation of neighborhood urban redevelopment plans*
- *Development of plans and programs that reflect a unified vision of a neighborhood*
- *Recognition that neighborhoods in the city vary in their geography, history and demography and that redevelopment plans should reflect the special character of a neighborhood*
- *Creation of opportunities for development of a range of housing types meeting neighborhood needs with emphasis on affordable housing for families of low and moderate incomes*
- *Elimination of slums and blight and the stabilization and enhancement of property values in a neighborhood*
- *Effective utilization of development tools and a range of public and private programs that together lead to comprehensive redevelopment of a neighborhood*
- *Return to productive use of properties that are in long-term tax delinquency and unlikely to be developed, or otherwise maintained, in the absence of City-assisted redevelopment planning*
- *Return to productive use of properties perceived as brownfields, where possible*
- *Integration of neighborhood urban redevelopment plans with the City's Capital Improvements Program and community development block grant (CDBG) funding for projects*

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