

**Exhibit A**

**ARTICLES OF INCORPORATION  
OF  
DALLAS CONVENTION CENTER HOTEL DEVELOPMENT CORPORATION**

We, the undersigned natural persons, each of whom is at least eighteen (18) years of age or more, and a resident and a qualified voter of the City of Dallas, 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 (the "Act") and the Texas Nonprofit Corporation Law, Chapter 22, Business Organizations Code (the "TNCL"), do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is DALLAS CONVENTION CENTER HOTEL DEVELOPMENT CORPORATION (the "Corporation").

**ARTICLE II**

The Corporation is a public nonprofit corporation.

**ARTICLE III**

The period of duration of the Corporation shall be perpetual.

**ARTICLE IV**

The Corporation 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 development of the geographic area of the City included at or in the vicinity of the Dallas Convention Center, in furtherance of the promotion, development, encouragement and maintenance of employment, commerce, convention and meeting activity, tourism, and economic development in the City, including specifically, without limitation, the development and financing of a convention center hotel to be located within 1000 feet of the Dallas Convention Center.

The Corporation is formed pursuant to the provisions of the Act as it now or may hereafter be amended, which authorizes the Corporation to assist and act on behalf of the City to

accomplish any governmental purpose of the City and to engage in activities in the furtherance of the purposes for its creation.

The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of the State of Texas to non-profit corporations incorporated under the Act including, without limitation, the powers granted under the TNCL.

The Corporation shall have all other powers of a like or different nature not prohibited by law which are available to nonprofit corporations in Texas under the TNCL 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 accomplish the purposes for which it was created.

The Corporation is created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Subdivision (2), Section 101.001, Texas Civil Practice and Remedies Code. The operations of the Corporation 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. The Corporation shall have the power to acquire land in accordance with the Act as amended from time to time, subject to the approval of the City Council.

Prior to the consummation of the sale and delivery of any bonds, notes, or other forms of debt instruments, the Corporation shall obtain the approval thereof from the City Council.

In the exercise of its powers, the Corporation may enter into loan, lease, trust, or other agreements as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements, and the specific uses, and the methods of withdrawal and expenditure, of the proceeds the bonds, notes, or other debt instruments proposed to be issued by the Corporation, shall be stated and described in the proceedings authorizing such bonds, notes, or other debt instruments, and must be included as a part of the approval process of the City Council required above. In connection with the issuance of its bonds, notes, or other debt instruments, the Corporation shall select bond counsel and financial advisors acceptable to the City Attorney and the City Manager.

#### **ARTICLE V**

The Corporation shall have no members and shall have no stock.

#### **ARTICLE VI**

All powers of the Corporation shall be vested in a Board of Directors consisting of three

(3) persons who shall be appointed by the City Council of the City, upon recommendation of the City Manager. To be eligible to serve as a Director, a person must be a resident and qualified elector of the City. All Directors with voting rights shall be employees of the City. If a Director with voting rights ceases to be an employee of the City, he or she shall be disqualified from serving as a Director.

The initial Board members are identified in Article IX below and shall serve for the term expiring on the date set forth thereon. Subsequent Board members shall serve for a term of two (2) years or until his or her successor is appointed by the City Council of the City, unless such Board member has been appointed to fill an unexpired term, in which case the term of such Board member shall expire on the expiration date of the term of the Board member who he or she was appointed to replace. Subsequent Board members shall be eligible for reappointment; provided however that no Director may serve for longer than six (6) years consecutively, unless such service is required to complete an unexpired term. Any Board member may be removed from office at any time, with or without cause, by the City Council of the City.

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 these Articles of Incorporation or the laws of the State of Texas.

#### **ARTICLE VII**

The street address of the initial registered office of the Corporation is 1500 Marilla, Dallas, Texas 75201, which is within the city limits of the City, and the name of its initial registered agent at such address is Mary K. Suhm.

#### **ARTICLE VIII**

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

<b>NAME</b>	<b>ADDRESS</b>
Ryan Evans	1500 Marilla, Dallas, Texas 75201
AC Gonzalez	1500 Marilla, Dallas, Texas 75201
Mary Suhm	1500 Marilla, Dallas, Texas 75201

#### **ARTICLE IX**

The Corporation shall be governed by a Board of Directors consisting of three (3) Directors. The names and street addresses of the initial Directors, each of whom resides within the City, are:

NAME	ADDRESS	INITIAL TERM EXPIRES
Ryan Evans	1500 Marilla, Dallas, Texas 75201	September 30, 2014
Frank Poe	1500 Marilla, Dallas, Texas 75201	September 30, 2014
Shelia Robinson	1500 Marilla, Dallas, Texas 75201	September 30, 2014

#### ARTICLE X

A resolution approving the form of these Articles of Incorporation has been adopted by the City Council of the City on August 20, 2008.

#### ARTICLE XI

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the Director received an improper benefit, whether the benefit resulted from an act taken within the scope of the Director's office, or (iv) for acts or omissions for which the liability of a Director is expressly provided by statute. Any repeal or amendment of this Article by the Directors shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director existing at the time of such repeal or amendment. In addition to the circumstances in which a Director is not personally liable as set forth in the preceding sentences, a Director shall not be liable to the fullest extent permitted by any amendment to the Texas statutes hereafter enacted that further limits the liability of a Director.

#### ARTICLE XII

In accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and regardless of any other provisions of this Certificate of Formation or the laws of the State of Texas, the Corporation: (a) shall not permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the

Corporation in effecting one or more of its purposes); (b) shall not direct any of its activities to attempting to influence legislation by propaganda or otherwise; (c) shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; and (d) shall not attempt to influence the outcome of any election for public office or to carry on, directly or indirectly, any voter registration drives. Any income earned by the Corporation after payment of reasonable expenses, debt and such reserves as may be necessary as set forth in the authorizing documents related to the issuance of debt by the Corporation shall accrue to the City.

The City shall, at all times, have an unrestricted right to receive any income earned by the Corporation, exclusive of amounts needed to cover reasonable expenditures and reasonable reserves for future activities. Any income of the Corporation received by the City shall be deposited into such account or fund as determined by the City Council of the City. No part of the Corporation's income shall inure to the benefit or any private interests.

If the Board of Directors determines by resolution that the purposes for which the Corporation was formed have been substantially met and all bonds issued by and all obligations incurred by the Corporation have been fully paid or provision made for such payment, the Board shall execute a certificate of dissolution which states those facts and declares the Corporation dissolved in accordance with the requirements of the Act or with applicable law then in existence. In the event of dissolution or liquidation of the Corporation, all assets will be turned over to the City for deposit into such account or fund as the City Council shall direct.

### **ARTICLE XIII**

If the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation (a) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; (b) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and (e) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

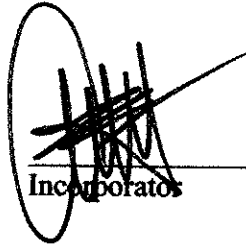
### **ARTICLE XIV**

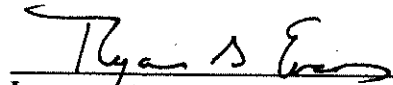
The City Council may at any time consider and approve an ordinance or resolution directing the Board to proceed with the dissolution of the Corporation, at which time the Board shall proceed with the dissolution of the Corporation in accordance with applicable state law. The failure of the Board to proceed with the dissolution of the Corporation 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 VI of these Articles of Incorporation.

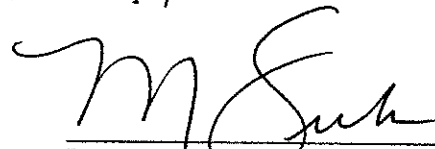
**ARTICLE XV**

These Articles of Incorporation may not be changed or amended unless approved by the City Council of the City.

IN WITNESS WHEREOF, we have hereunto set our hands this 4<sup>th</sup> day of ~~August~~ September, 2008.

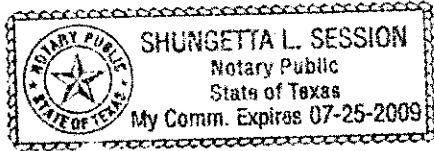
  
\_\_\_\_\_  
Incorporator


  
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Incorporator

  
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Incorporator

This instrument was acknowledged before me on this 4<sup>th</sup> September day of ~~August~~, 2008, by Ryan Evans, AC Gonzalez and Mary Suhm, being sworn on his/her oath that he/she is an individual residing in the City of Dallas, Texas.

Given under my hand and seal of office this September 4, 2008.



  
Notary Public  
State of Texas