BYLAWS OF
FRANKSTON ECONOMIC DEVELOPMENT CORPORATION

These Bylaws govern the affairs of the Frankston Economic Development Corporation ("the Corporation"), a nonprofit corporation organized under Article 5190.6 V.T. C. S., the Development Corporation Act of 1979 (the "Act") and governed by Sec. 4B of the act.

Section 1- Purposes

General Purposes

1.01 The Corporation acts on behalf of the City of Frankston, Texas in furtherance of the public purposes of the Act and may engage in any project authorized under Sec. 2(10) or Sec. 4B of the Act.

1.02 The Corporation has all the powers, both express and implied, granted to corporations governed by Sec. 4B for the Act.

Section II- Offices

Principal Office

2.01 The principal office of the Corporation in the State of Texas is located at 240 West Main Street, Frankston, Texas. The Board of Directors may provide additional offices or change the location of any office.

Registered Office and Agent

2.02. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporations' principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the act.

Section III- Board of Directors

Management of the Corporation

3.01. The affairs of the Corporation shall be managed by the Board of Directors.

General Purposes

3.02. The Board of Directors shall consist of seven members appointed by the City Council of the City of Frankston, Texas, for staggered two-year terms of office. No more than three (3) directors shall be officers or members of the governing body of the City of Frankston, Texas. The terms of four (4) directors shall begin on October 1 of each odd numbered year and expire on September 30 of the following odd numbered year. The terms of three (3) directors shall begin on October 1 of each even numbered year and expired on September 30 of the following even numbered year. For cities with populations of fewer than 20,000 residents, directors must

be residents of the county in which the majority of the city is located or reside within 10 miles of the city and in a county which borders the county in which a majority of the city is located.

Resignations and Vacancies

3.03 A vacancy occurring upon the Board of Directors shall be filled for the unexpired term. Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. A director shall be removed from the Board of Directors if three (3) consecutive meetings are missed without giving prior notice.

Annual Meeting

3.04. The Annual Meeting of the Board of Directors shall be held during the month of October each year. The Board of Directors shall designate the time and location of the annual meeting which shall be held in the principal offices of the corporation or at such other location as the Board of Directors may designate.

Regular Meeting

3.05. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meeting shall be held within the City of Frankston, Texas at the principal offices of the Corporation or at such other location as the Board of Directors may designate.

Special Meetings

3.06. Special meetings of the Board of Directors may be called at the request of the president or any two directors, a person or persons calling the meeting shall fix the time and location of the meeting, which shall be conducted within the City of Frankston, Texas. The person or persons calling a special meeting shall notify the secretary of the Corporation of the information required to be included in the notice of the meeting. In addition to the posting of a meeting notice in accordance with these Bylaws, a copy of each such meeting notice shall be delivered to each director not less than seventy-two (72) hours before the time of the meeting.

A meeting notice shall be deemed delivered to any director when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the Corporation. Such additional notice may be waived in writing by a director at any time either before or after the time of the meeting and such additional notice shall be deemed waived by attendance.

Notice of Meetings

3.07. The Board of Directors shall be considered a "governmental body" within the meaning of Texas Government Code, Sec. 551.001, and notice of each meeting shall be given in accordance with the provisions of Texas Government Code, Chapter 551 (The Texas Open Meetings Act.)

Quorum

3.08. Four (4) directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The presence of a director may not be established by proxy. No

business shall be conducted, nor shall any action be taken by the Board of Directors in the absence of a quorum.

Duties of Directors

3.09 Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as directors of the Corporation, directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation, and which are not unlawful and shall refrain from actions not in the best interests of the Corporation or which would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporations.

Action of Board Directors

3.10. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present at a meeting for which a quorum is present shall be sufficient to constitute the act of the Board of Directors.

Proxy Voting Prohibited

3.11. A director may not vote by proxy.

Removal of Directors

3.12. The Board of Directors and each member thereof serve at the pleasure of the City Council of the City of Frankston, Texas, which may remove any director at the time, either with or without cause.

Committees of Directors

3.13. The Board of Directors may by resolution establish one or more special or standing committees of its members. Such committees shall have the power, duties and responsibilities established by the Board. The committees shall keep regular minutes of their meetings and report to the Board of Directors when required.

Section IV- Officers

Officer's Positions

4.01. The officers of the Corporation shall be a president, vice president, a secretary, and treasurer. The Board of Directors may create additional officer positions, define the authorities and duties of such additional positions and appoint person to fill such positions.

Election and Terms of Officers

4.02. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting.

Removal of Officers

4.03. Any officer may be removed by the Board of Directors at any time, with or without cause. The removal of an officer does not also result in the removal of such person as the director of the Corporation.

Vacancies

4.04. A vacancy in any office may be filled by the Board of Directors for the unexpired portion for the officer's term.

President

4.05. The president shall be the chief executive officer of the corporation. The president shall supervise and control all the business and affairs of the corporation. The president shall preside at all meetings of the Board of Directors. When the execution of any contract or instrument shall have been authorized by the Board of Directors, the president shall execute same except when such is expressly delegated to another officer of the Corporation. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president.

Vice President

4.06 When the president is absent, is unable to act, or refuses to act, the vice president shall perform the duties of the president. When acting in place of the president, the vice president shall have all the powers and duties as the president and be subject to all of the limitations of restrictions placed upon the president.

Secretary

4.07 The secretary shall:

(a) Give all notices as provided in the bylaws or a required by law.
(b) Take minutes of the meetings of the Board of Directors and keep the minutes as part of the corporate records.
(c) Maintain custody of the corporate records, authenticate corporate documents and affix the seal of the Corporation as required.
(d) Keep a register of the mailing address of each director and officer of the Corporation.
(e) Perform all duties assigned by the President or Board of Directors.
(f) Perform all duties incident to the office of secretary.

Treasurer

4.08 The treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the Corporation.
(b) Receive and give receipts for money due and payable to the Corporation from any resource.
(c) Deposit all money in the name of the Corporation in banks, trust companies, or other depositories as provided by these bylaws.

(d) All checks, drafts, or other orders for the payment of money issued in the name of the Frankston Economic Development Corporation must bear two signatures: one of the EDC President, EDC Treasurer, or EDC Secretary, and one of the Mayor. In the event the Mayor is unavailable, the Mayor Pro Tem is authorized to serve as a signer. In the event the EDC President, EDC Treasurer or EDC Secretary is unavailable, the EDC Vice President or another office designated by the Board may serve as an alternate signer.
(e) Maintain the financial books and records of the Corporation.
(f) Prepare financial reports at least annually.
(g) Perform other duties as assigned by the Board of Directors.
(h) Perform all duties incident to the office of treasurer.

Section V- Transactions

Contracts

5.01 The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of or on behalf of the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Depository

5.02 The Board of Directors of the Corporation shall designate a depository bank. All funds of the Corporation shall be deposited with depository bank.

5.03 The members of the Board of Directors are local public officials within the meaning of Texas Government Code Chapter 171. If a director has a substantial interest in a business entity or real property which is the subject of deliberation by the Board of Directors, the director shall file an affidavit with the secretary of the Corporation stating the nature and extent of the interest. Such affidavit shall be filed prior to any vote or decision upon the matter by the Board of Directors, and the interested director shall abstain from any vote or decision upon the matter.

Section VI- Books and Records

Required Books and Records

6.01 The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

(a) A file endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to the articles of incorporation, and articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or agent.
(b) A Copy of the bylaws, and any amended versions or amendments to the bylaws.
(c) Minutes of the proceedings of the Board of Directors.
(d) A list of names and addresses of the directors and officers of the Corporation.

(e) A financial statement showing the assets, liabilities, and net worth of Corporation at the end of the three most recent fiscal years.
(f) A financial statement showing the income and expenses of the corporation for the three most recent fiscal years.
(g) All rulings, letters and other documents relating to the corporation's federal, state, and local tax status.
(h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

Records Open to Public

6.02 The corporation shall be considered a "governmental body" within the meaning of Texas Government Code, Sec. 552.003 and all records of the Corporation shall be made available to the public for inspection or reproduction in accordance with the requirements of Texas Government Code, Chapter 552 (The Texas Open Records Act).

Audits

6.03 The City Council of the City of Frankston, Texas may at any time require an independent audit of the Corporation's books to be conducted.

Section VII- Fiscal Year

Fiscal Year

7.01 The Fiscal year of the Corporation shall begin on the first day of October and end on the last day of September.

Section VIII- Amendments

Amendments to Bylaws

8.01 The bylaws may be altered, amended, or repealed by the Board of Directors with the consent of the City Council of the City of Frankston, Texas.

Section IX- Miscellaneous

Legal Authorities Governing Construction of Bylaws

9.01 The bylaws shall be constructed in accordance with the laws of the State of Texas. All references in the bylaws to statues, regulation, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. It is expressly provided that the provisions of the Development Corporation Act of 1979 applicable to corporations governed under Sec. 4B of that act are incorporated within these bylaws by reference. In the event of any conflict between the applicable provisions of such Act and these bylaws, then the applicable provisions of such Act shall be controlled.

Legal Construction

9.02 If any bylaw provision is held to be invalid, illegal or un-enforceable in any respect, the invalidity, illegality or un-enforceability shall not affect any other provision and the bylaws shall be constructed as if the invalid, illegal or un-enforceable provision had not been included in the bylaws.

Heading

9.03 The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

Parties Bound

9.04 The bylaws shall be binding upon and inure to the benefit of the directors, officers, and agents of the Corporation and their respective heirs, executors, administrators, legal representative, successors and assigns except as otherwise provided in the bylaws.

Indemnification of Directors, Officers and Employees

9.05 The Corporation if the City shall indemnify each and every member of the Board, its officers, and its employees, and each member of the City Council and each employee of the City, to the fullest extent permitted by law, against any and all liability or expense, including attorney's fee, incurred by any such persons by reason of any actions or omissions that may arise out of the functions and activities of the Corporation.

Effective Date

9.06 These bylaws, and any subsequent amendments, hereto shall be effective of and from the date upon which approval has been given both by the Board of Directors and the City Council of the City of Frankston, Texas.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Frankston Economic Development Corporation, and the foregoing Bylaws constitute the Bylaws of the corporation. The Bylaws were duly adopted at a preliminary meeting of the Board of Directors held on the_____ day of _____, 1996 and subsequently approved and ratified by the City Council of the City of Frankston, Texas, at a meeting held on the _____ day of _____, 1996.

Signed this _____ day of _____, 1996

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Secretary of the Corporation

Bylaws Amended on 16th day of February, 2026

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Secretary of the Corporation