ARTICLES OF INCORPORATION
OF
FRANKSTON DEVELOPMENT CORPORATION
A NON - PROFIT CORPORATION

WE, the undersigned natural persons, not less than three (3) in number, each of whom is at least eighteen (18) years of age, and are residents of the City of Frankston, Texas, which is duly established City under the Texas Constitution, acting as incorporator of a public instrumentality and non-profit industrial development corporation (the "Corporation") under Article 5190.6, Texas Revised Civil Statues, as amended, known as the Development Corporation Act of 1979 (the "Act"), with the approval of the governing body of the City of Frankston, Texas (the "City"), do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE I

The name of the Corporation is "Frankston Development Corporation".

ARTICLE II

The Corporation is a non-profit corporation, and is an industrial development corporation organized under the Development Corporation Act of 1979, and is governed by Sec. 4B of the Act. In the event of any conflict between any provision of these Articles of Incorporation and the Act, then the provisions of the Act shall control.

ARTICLE III

The period of duration of the Corporation is perpetual.

ARTICLE IV

The Corporation is organized exclusively for the purposes of benefiting and accomplishing public purposes of, and to act on behalf of, the City, and the specific purposes for which the Corporation is organized and my issue bonds on behalf of the City, and expend the proceeds of any sales and use tax levied for the benefit of the Corporation for the promotion and development of commercial, industrial and manufacturing enterprises to promote and encourage employment and the public welfare, pursuant to Sec. 4B of the Development Corporation Act of 1979. The Corporatioon is a constituted authority and a public instrumentality within the meaning of the regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribe and promulgated pursuant to Section 103 of the Internal Revenue Service Code of 1954, as amended, and the Corporation is authorized to act on behalf of the City as provided in these Articles of Incorporation. However, the Corporation is not a political subdivision or political corporation of the State of Texas within the meaning of its constitution and laws, including without limitation Article III, Section 52 of said constitution, and no agreements, bonds, debts or obligations of the Corporation are or shall ever be deemed to be the agreements, bonds, debts or obligations, or the lending of credit, or a grant of public money or thing of value, of or by the City, or any other political

corporation, subdivision or agency of the State of Texas, or a pledge of the faith and credit of any of them.

ARTICLE V

The Corporation has no members and is a non-stock corporation.

ARTICLE VI

These Articles of Incorporation may at any time and from time to time be amended as provided in the Development Corporation Act of 1979 so as to make any changes therein and add any provisions thereto which might have been included in the Articles of Incorporation in the first instance. Any such amendment shall be affected in either of the following manners: (1) the members of the board of directors of the Corporation shall file with the governing body of the City a written application requesting approval of the amendments to the Articles of Incorporation, specifying in such application the amendments proposed to be made, such governing body shall consider such application and if it shall appropriate resolution duly find and determine that it is advisable that the proposed amendments be made and shall approve the form of the proposed amendments, then the board of directors of the Corporation may amend the Articles of Incorporation by adopting such amendments at a meeting of the board of directors and delivering articles of amendment to the Secretary of State as provided in the Development Corporation Act of 1979.

ARTICLE VII

The street address of the present registered office of the Corporation is City Hall, 200 West Main street, Frankston, Texas,and the name of the registered agent at such address is James L. Gouger.

ARTICLE VIII

The affiars of the Corporation shall be managed by a board of directors consisting of seven (7) directors appointed by the governing body of the City for staggered two (2) year terms of office. No more than three (3) direcotrs shall be members of the governing body of the City. The names and addresses of the initial directors are as follows:

NAME	ADDRESS
Billy F. Bussey	305 North Reagan Frankston, Texas
Jeff Austin	P O Box 277 FRankston, Texas
Susan Burks	502 Reagan Frankston, Texas
Gwen Hoffman	P O Box 556 Frankston, Texas

NAME	ADDRESS
J. E. Simmons, Jr.	P O Box 579 Frankston, Texas
Al Mann	P O Box 933 Frankston, Texas
J. W. Wylie, Jr.	P O Box 94 Frankston, Texas

Each director must reside within the City. Directors are removable by the governing body of the city at any time with or without cause. The directors shall serve as such without compensation except that they shall be reimbursed for their actual expenses incurred in the performance of their duties as directors. Any vacancy occurring on the board of directors through death, resignation or otherwise shall be filled by appointment by the governing body of the City to hold office until the expiration of the term.

ARTICLE IX

The City has specifically authorized the Corporation by Ordinance to act on its behalf to further the public purposes stated in said Ordinance and these Articles of Incorporation, and the City has by said Ordinance approved these Articles of Incorporation. A copy of said Ordinance is attached to these Articles of Incorporation and made a part hereof for all purposes.

ARTICLE X

No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses shall be distributed to or inure to the benefit of its directors or officers or any individual, firm, corporation or association. No part of the Corporation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI

If the Corpoation ever shall be dissolved when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but shall be transferred and delivered to the City after satisfaction or provision for satisfaction of debts and claims.

SIGNED this 31st day of May, 1996

Billy F. Bussey, Incorporator

Jeff Austin, Incorporator

Susan Burks, Incorporator

Gwen Hoffman, Incorporator

J. E. Simmons, Jr., Incorporator

Al Mann, Incorporator

J. W. Wylie, Jr., Incorporator

THE STATE OF TEXAS

COUNTY OF ANDERSON

BEFORE ME, the undersigned authority, on this day personally appeared, Billy F. Bussey, Jeff Austin, Susan Burks, Gwen Hoffman, J. E. Simmons, Jr., Al Mann, and J. W. Wylie, Jr., known to me to be the persons whose names are subscribed to the foregoing document and being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE ON this 31st day of May, 1996.

JEAN P JENNINGS
NOTARY PUBLIC
STATE OF TEXAS
Commission Expires 6-19-97

Notary Public, State of Texas