

A RESOLUTION 2006R-01-12-02

AUTHORIZING THE SAN ANTONIO HOUSING FINANCE CORPORATION TO AMEND ITS ARTICLES OF INCORPORATION AND APPROVING THE FORM OF THE AMENDMENT TO CHANGE THE SIZE OF ITS BOARD OF DIRECTORS

* * * * *

WHEREAS, on June 25, 1981 by Resolution No. 81-33-62, the City of San Antonio created the San Antonio Housing Finance Corporation, pursuant to Article 1396-4.06 of the Texas Non-Profit Corporation Act, as amended, and Section 394.016 of the Texas Housing Finance Corporations Act, as amended, for the purpose of issuing the Tax Exempt Multi-Family Housing Revenue Bonds for projects located within the San Antonio city limits; and

WHEREAS, upon creating the San Antonio Housing Finance Corporation, the City authorized the members of the San Antonio Housing Authority Board of Commissioners, consisting of five (5) members, to serve as the San Antonio Housing Finance Corporation's Board of Directors; and

WHEREAS, the City has since increased the size of the San Antonio Housing Authority's Board of Commissioners to seven (7); and

WHEREAS, since the San Antonio Housing Authority's Board of Commissioners serve as the San Antonio Housing Finance Corporation's Board of Directors it is necessary to amend its Articles of Incorporation to change the size of its Board of Directors to be consistent with the number of members on the San Antonio Housing Authority's Board of Commissioners; and

WHEREAS, pursuant to Section 394.016(b) of the Texas Local Government Code it is necessary for the City to authorize the making of the amendment of the Articles of Incorporation of the San Antonio Housing Finance Corporation and approve the form of the amendment; and

WHEREAS, the City has determined that the making of this amendment is wise, expedient, and necessary; and

WHEREAS, it is the desire of the City to authorize the amendment of the San Antonio Housing Finance Corporation's Articles of Incorporation and approve the form of the amendment; **NOW THEREFORE:**

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:

SECTION 1. The amendment of the San Antonio Housing Finance Corporation's Articles of Incorporation, affixed hereto and incorporated herein in substantial final form as Attachment I is hereby authorized, and the form of the amendment to increase the size of its Board of Directors to reflect the number of members on the San Antonio Housing Authority's Board of Commissioners, is hereby approved.

SECTION 2. This resolution shall be effective on and after the 22nd day of January, 2006.

PASSED AND APPROVED this 12th day of January, 2006.



ATTEST:

[Signature]
City Clerk

[Signature]
MAYOR

APPROVED AS TO FORM

[Signature]
City Attorney

Agenda Voting Results

Name: 14.

Date: 01/12/06

Time: 11:44:50 AM

Vote Type: Multiple selection

Description: A Resolution authorizing the San Antonio Housing Finance Corporation to amend its Articles of Incorporation and approving the form of the amendment to change the size of its Board of Directors.
[Presented by Andrew Cameron, Director, Housing and Community Development; Jelynn LeBlanc Burley, Assistant City Manager]

Voter	Group	Status	Yes	No	Abstain
ROGER O. FLORES	DISTRICT 1		x		
SHEILA D. MCNEIL	DISTRICT 2		x		
ROLAND GUTIERREZ	DISTRICT 3	Not present			
RICHARD PEREZ	DISTRICT 4		x		
PATTI RADLE	DISTRICT 5		x		
DELICIA HERRERA	DISTRICT 6		x		
ELENA K. GUAJARDO	DISTRICT 7		x		
ART A. HALL	DISTRICT 8		x		
KEVIN A. WOLFF	DISTRICT 9		x		
CHIP HAASS	DISTRICT_10		x		
MAYOR PHIL HARDBERGER	MAYOR	Not present			

CERTIFICATE OF CITY CLERK

THE UNDERSIGNED HEREBY CERTIFIES that:

1. On the 12th day of January, 2006, the City Council (the "Council") of the City of San Antonio, Texas (the "City") convened in regular session at its regular meeting place in the Municipal Plaza Building of the City (the "Meeting"), the duly constituted members of the Council being as follows:

Phil Hardberger	Mayor
Roger O. Flores	Councilmember, District 1
Sheila McNeil	Councilmember, District 2
Roland Gutierrez	Councilmember, District 3
Richard Perez	Councilmember, District 4
Patti Radle	Councilmember, District 5
Delicia Herrera	Councilmember, District 6
Elena Guajardo	Councilmember, District 7
Art A. Hall	Councilmember, District 8
Kevin Wolff	Councilmember, District 9
Christopher Haass	Councilmember, District 10

and all of such persons were present at the Meeting, except the following: Mayor Hardberger and Councilmember Gutierrez, thus constituting a quorum. Among other business considered at the Meeting, the attached resolution (the "Resolution") entitled:

A RESOLUTION AUTHORIZING THE SAN ANTONIO HOUSING FINANCE CORPORATION TO AMEND ITS ARTICLES OF INCORPORATION AND APPROVING THE FORM OF THE AMENDMENT TO CHANGE THE SIZE OF ITS BOARD OF DIRECTORS

was introduced and submitted to the Council for passage and adoption. After presentation and due consideration of the Resolution, a motion was made by Councilmember Perez that the Resolution be finally passed and adopted in accordance with the City's Home Rule Charter. The motion was seconded by Councilmember McNeil and carried by the following vote:

9 voted "For" 0 voted "Against" 0 abstained

all as shown in the official Minutes of the Council for the Meeting.

2. The attached Resolution is a true and correct copy of the original on file in the official records of the City; the duly qualified and acting members of the Council of the City on the date of the Meeting are those persons shown above, and, according to the records of my office, each member of the Council was given actual notice of the time, place, and purpose of the Meeting and had actual notice that the Resolution would be considered; and the Meeting and deliberation of the aforesaid public business, including the subject of the Resolution, was posted and given in advance thereof in compliance with the provisions of Chapter 551, as amended, Texas Government Code.

IN WITNESS WHEREOF, I have signed my name officially and affixed the seal of the City, this 12th day of January, 2006.



Lucinda M. Vaez

City Clerk, City of San Antonio, Texas

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SAN ANTONIO HOUSING FINANCE CORPORATION

1. The City Council of the City of San Antonio, Texas, the governing body of the city under whose auspices the San Antonio Housing Finance Corporation was created, pursuant to Article 1396-4.06 of the Texas Non-Profit Corporation Act, as amended, and Section 394.016 of the Texas Housing Finance Corporations Act, as amended, and the Board of Directors of the San Antonio Housing Finance Corporation hereby adopt amended and restated articles of incorporation that accurately copy the articles of incorporation and all amendments thereto that are in effect to date and as further amended by such amended and restated articles of incorporation as hereinafter set forth and which contain no other change in any provision thereof.

2. Each such amendment made by these amended and restated articles of incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act, as amended, and the Texas Housing Finance Corporations Act, as amended, and such amended and restated articles of incorporation and each such amendment made by these amended and restated articles of incorporation were duly approved by a majority vote of the City Council of the City of San Antonio, Texas on January 12, 2006, and by the Board of Directors of the San Antonio Housing Finance Corporation on February 2, 2006, in accordance with Section 394.016 of the Texas Housing Finance Corporations Act, as amended.

3. The articles of incorporation and all amendments and supplements thereto are hereby amended and superseded by the following amended and restated articles of incorporation, which accurately copy the entire text thereof in effect and as amended to date and as herein amended, and this instrument contains no other change in any provision thereof:

[The remainder of this page intentionally left blank]

ARTICLE I

The name of the Corporation is the "SAN ANTONIO HOUSING FINANCE CORPORATION".

ARTICLE II

The Corporation is a public instrumentality and a nonprofit housing finance corporation under the Texas Housing Finance Corporations Act, Chapter 394, Texas Local Government Code, as amended (the "Act"), and shall be governed by the Act, as amended.

ARTICLE III

The duration of the Corporation shall be perpetual.

ARTICLE IV

The corporation is organized solely to carry out the purposes of the Act and shall have and possess all powers enumerated in such Act except the powers related to making or purchasing home mortgages (defined in the Act) or making loans to lending institutions to make home mortgages or issuing bonds for such purposes.

ARTICLE V

The Corporation shall have no members.

ARTICLE VI

All powers of the Corporation shall be vested in a Board of Directors. The Board of Directors shall be the members of the Board of Commissioners of the Housing Authority of the City of San Antonio, Texas.

All 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, the Act, or any other law of the State of Texas.

ARTICLE VII

The street address of the registered office of the Corporation is 818 South Flores, San Antonio, Texas, 78204, and the name of its registered agent at such address is Henry A. Alvarez III.

ARTICLE VIII

The number of directors constituting the Board of Directors of the Corporation shall be at least three (3) at all times. The City may amend from time to time the number of directors that serve on the Board of Directors of the Corporation pursuant to the provisions of the Corporation's bylaws, as amended. The names and addresses of the directors, each of whom

resides within the City of San Antonio, Texas, who are to serve as directors as of the effective date of these Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Phil Nelson	818 South Flores San Antonio, Texas, 78204
Walter Huelsman	818 South Flores San Antonio, Texas, 78204
Yolanda Hotman	818 South Flores San Antonio, Texas, 78204
Fred Gonzales	818 South Flores San Antonio, Texas, 78204
Danielle Hargrove	818 South Flores San Antonio, Texas, 78204
Reba Malone	818 South Flores San Antonio, Texas, 78204
Stella Burciaga Molina	818 South Flores San Antonio, Texas, 78204

ARTICLE IX

The governing body of the City of San Antonio, Texas, duly adopted by a majority vote a resolution approving the form of these Amended and Restated Articles of Incorporation at a meeting duly called and held on January 12, 2006.

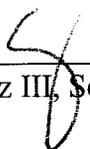
ARTICLE X

These Articles of Incorporation may be amended at any time and from time to time by the Board of Directors with the approval of the governing body of the City of San Antonio, Texas, or by the governing body of the City of San Antonio, Texas, in its sole discretion, subject, however, to limitations on the impairment of contracts entered into by the Corporation, all under and in accordance with the provisions of the Act.

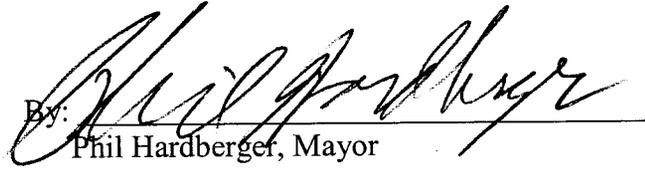
Dated this 12th day of January, 2006.

SAN ANTONIO HOUSING FINANCE
CORPORATION

By: 
Phil Nelson, President

By: 
Henry A. Alvarez III, Secretary/Treasurer

CITY OF SAN ANTONIO, TEXAS

By: 
Phil Hardberger, Mayor

By: 
Leticia M. Vacek, City Clerk

ACKNOWLEDGEMENT

THE STATE OF TEXAS §

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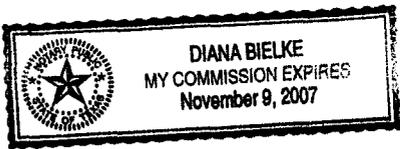
COUNTY OF BEXAR §

On this the 20th day of Jani, 2006, before me, the undersigned Notary Public, personally appeared Phil Nelson, who acknowledged to me that he is the President of the San Antonio Housing Finance Corporation, and that he, as such official, being duly authorized to do so, executed the foregoing Amended and Restated Articles of Incorporation of the San Antonio Housing Finance Corporation by signing his name in such capacity.

IN WITNESS WHEREOF, I have hereon to set my hand and official seal.

Diana Bielke
Notary Public of the State of Texas

(Notary Seal)



ACKNOWLEDGEMENT

THE STATE OF TEXAS §

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COUNTY OF BEXAR §

On this the 20 day of January, 2006, before me, the undersigned Notary Public, personally appeared Henry A. Alvarez III, who acknowledged to me that he is the Secretary/Treasurer of the San Antonio Housing Finance Corporation, and that he, as such official, being duly authorized to do so, executed the foregoing Amended and Restated Articles of Incorporation of the San Antonio Housing Finance Corporation by signing his name in such capacity.

IN WITNESS WHEREOF, I have hereon to set my hand and official seal.



Notary Public of the State of Texas

(Notary Seal)

ACKNOWLEDGEMENT

THE STATE OF TEXAS §

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COUNTY OF BEXAR §

On this the 12th day of January, 2006, before me, the undersigned Notary Public, personally appeared Phil Hardberger, who acknowledged to me that he is the Mayor of the City of San Antonio, Texas, and that he, as such official, being duly authorized to do so, executed the foregoing Amended and Restated Articles of Incorporation of the San Antonio Housing Finance Corporation, which was created by the City of San Antonio, Texas, by signing his name in such capacity.

IN WITNESS WHEREOF, I have hereon to set my hand and official seal.



J. Flores
Notary Public of the State of Texas

ACKNOWLEDGEMENT

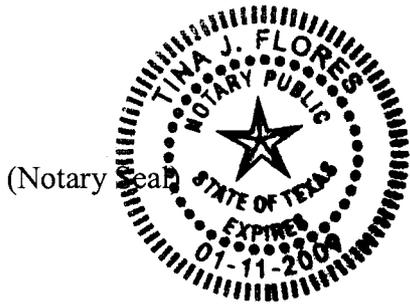
THE STATE OF TEXAS §

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COUNTY OF BEXAR §

On this the 12th day of January, 2006, before me, the undersigned Notary Public, personally appeared Leticia M. Vacek, who acknowledged to me that she is the City Clerk of the City of San Antonio, Texas, and that she, as such official, being duly authorized to do so, executed the foregoing Amended and Restated Articles of Incorporation of the San Antonio Housing Finance Corporation, which was created by the City of San Antonio, Texas, by signing her name in such capacity.

IN WITNESS WHEREOF, I have hereon to set my hand and official seal.



Tina J. Flores
Notary Public of the State of Texas

DO NOT TYPE IN THIS SPACE		CITY OF SAN ANTONIO		
Approval				
Finance	Budget	Request For Ordinance/Resolution		Consent <input type="checkbox"/> Individual <input type="checkbox"/>
Legal	Coordinator			Item No. 14 Ord. No.
Date: December 23, 2005		Department: Housing and Community Development		Contact Person/Phone #: Andrew W. Cameron/207-6600
Date Council Consideration Requested: 1/12/06		Deadline for Action: 1/12/06		Dep. Head Signature: 
SUMMARY OF ORDINANCE				
<p>The San Antonio Housing Finance Corporation is requesting authorization to amend its Articles of Incorporation to change the size of its Board of Directors to be consistent with the San Antonio Housing Authority's Board of Directors.</p> <p>Staff recommends approval to amend the San Antonio Housing Finance Corporation's Article of Incorporation.</p> <p style="text-align: center;">Council Memorandum Must be Attached To Original</p>				
<p>Other Depts., Boards, Committees Involved (please specify): This item was coordinated with the San Antonio Housing Authority, the City Attorney's Office, and the Finance Department.</p>				
<p>Contract signed by other party Yes <input type="checkbox"/> No <input type="checkbox"/></p>				
FISCAL DATA (If Applicable)				
Amount Expended				
Fund No.	N/A	SAP GL Account	N/A	Funds/Staffing Budgeted Yes <input type="checkbox"/> No <input type="checkbox"/>
*Cost Center	N/A			Positions Currently Authorized Yes <input type="checkbox"/> No <input type="checkbox"/>
*Internal Order No.	N/A	*WBS (Capital Proj.)	N/A	Impact of future O & M N/A
*(Fill out only the field that is appropriate to your Council action).				
If positions added, specify class and no.				
Comments:				
Please submit 3 copies with your original				