

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Rolando B. Pablos
Secretary of State

Office of the Secretary of State
Packing Slip

September 18, 2017
Page 1 of 1

Attn: Jeffrey H. Chesnut
City of Dallas - City Attorney's Office
1500 Marilla
Ste. 7DN
Dallas, TX 75201-6318

Batch Number: **76164047**

Batch Date: **09-14-2017**

Client ID: **237867013**

Return Method: **Fax and Mail 2146700622**

Document Number	Document Detail	Number / Name	Page Count	Fee
761640470003	Expedited	Dallas Area Partnership to End and Prevent Homeles	0	\$25.00
761640470003	Certificate of Formation	Dallas Area Partnership to End and Prevent Homeles	0	\$25.00
			Total Fees:	\$50.00

Payment Type	Payment Status	Payment Reference	Amount
Check	Received	1145041	\$25.00
Check	Received	1145774	\$25.00
			Total: \$50.00

Total Amount Charged to Client Account: \$0.00

(Applies to documents or orders where Client Account is the payment method)

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Office of the Secretary of State

September 18, 2017

Attn: Jeffrey H. Chesnut

City of Dallas - City Attorney's Office
1500 Marilla, Ste. 7DN
Dallas, TX 75201 USA

RE: Dallas Area Partnership to End and Prevent Homelessness Local Government Corporation
File Number: 802816711

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>. For information on state tax exemption, including applications and publications, visit the Comptroller's Exempt Organizations web site at <http://window.state.tx.us/taxinfo/exempt/index.html>. Information on exemption from federal taxes is available from the Internal Revenue Service web site at www.irs.gov.

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation. If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555
Enclosure



Office of the Secretary of State

CERTIFICATE OF FILING OF

Dallas Area Partnership to End and Prevent Homelessness Local Government
Corporation
File Number: 802816711

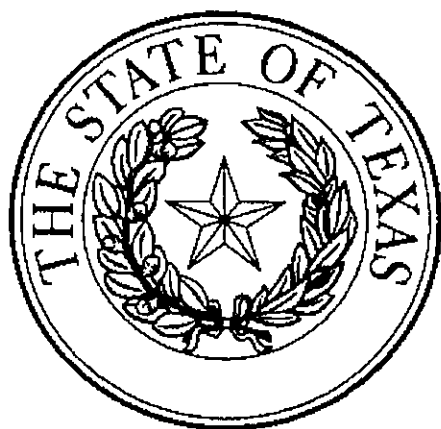
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 09/14/2017

Effective: 09/14/2017



A stylized, handwritten signature of Rolando B. Pablos.

Rolando B. Pablos
Secretary of State

APPLICATION TO THE MAYOR AND CITY COUNCIL OF THE CITY OF DALLAS, TEXAS AND THE COUNTY JUDGE AND MEMBERS OF COMMISSIONERS COURT OF DALLAS COUNTY, TEXAS FOR CREATION OF THE DALLAS AREA PARTNERSHIP TO END AND PREVENT HOMELESSNESS LOCAL GOVERNMENT CORPORATION, AND THE APPROVAL OF THE ARTICLES OF INCORPORATION AND BYLAWS THEREOF

RECITALS

Chapter 431, Subchapter D, Texas Transportation Code ("Chapter 431") authorizes the creation and organization of a public non-profit local government corporation to act as a duly constituted authority of a city and a county to aid and assist the city and county in the performance of one or more governmental or proprietary functions.

A local government corporation is created pursuant to the provisions of Chapter 394, Texas Local Government Code ("Chapter 394"). A local government corporation may have and exercise all of the powers prescribed by Chapter 431 and the Texas Business Organizations Code. A local government corporation's articles of incorporation and bylaws shall be in the form and executed, approved, and filed in the manner prescribed by Chapter 394.

Chapter 394 requires as a condition to the creation of a joint local government corporation that at least three residents of each sponsoring local government who are citizens of the state and at least eighteen years of age submit a written application for the incorporation of the joint local government corporation to the governing body of each sponsoring local government.

NOW THEREFORE, the undersigned petition and make application to the Honorable Mayor and City Council of the City of Dallas, Texas (the "City Council" and the "City") and the Honorable County Judge and members of the Commissioners Court of Dallas County, Texas (the "Commissioners Court" and the "County") and represent to the City and the County as follows:

1. Pursuant to and in accordance with Chapter 394, the undersigned six individuals, each of whom is a citizen of the State of Texas, at least three of whom are residents of City and at least three of whom are residents of County, and all of which are at least 18 years of age, make application to and request the Honorable Mayor and City Council of the City and the Honorable County Judge and members of the Commissioners Court of the County, to approve and authorize the creation of a public non-profit local government corporation to be designated and known as the Dallas Area Partnership to End and Prevent Homelessness Local Government Corporation (the "Corporation"). The Corporation shall have and exercise all of the powers prescribed by the Texas Business Organizations Code and Chapter 431.
2. The undersigned further request that the City Council and Commissioners Court approve the incorporation of the Corporation Articles of Incorporation and Bylaws in substantially the form attached hereto as Exhibits A and B respectively.

3. The undersigned further represent that duly executed original counterparts of the Application have been presented to and filed with the City Council and Commissioners Court in proper and due time, form, and manner; that this Application is a proper and sufficient application to the City Council and Commissioners Court for approval and authorization of a public non-profit local government corporation as required by Chapter 394; and that the City Council and Commissioners Court may properly consider and act upon this Application.

WHEREFORE, the undersigned respectfully request the Honorable Mayor and City Council and County Judge and members of the Commissioners Court approve this Application in all respects and to take such further and additional actions and proceedings as may be deemed necessary and proper in connection therewith.

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RESPECTFULLY SUBMITTED this _____ day of April, 2017.

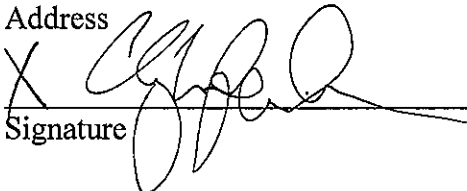
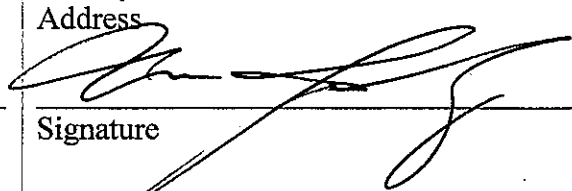

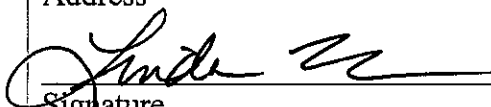
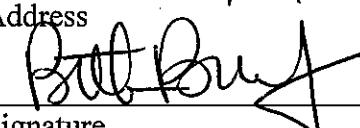
APPLICANT 1: Clay Lewis Jenkins Name 411 Elm St. 2nd Floor Address  Signature	APPLICANT 2: Michael Rawlings Name 1500 Marilla SEN Dallas Tx 75201 Address  Signature
APPLICANT 3: Mark Clayton Name 1500 Marilla, SFS Dallas, TX. 75201 Address  Signature	APPLICANT 4: THERESA M DANIEL Name 411 ELN ST 2ND FLOOR DALLAS TX 75201 Address T. M. Daniel Signature
APPLICANT 5: Linda McMahon Name 3100 McKinnon St. #1150 Dallas, TX 75201 Address  Signature	APPLICANT 6: Britton BANOWSKY Name 2323 FARRINGTON DALLAS, TX 75207 Address  Signature

EXHIBIT A
FORM OF ARTICLES OF INCORPORATION
[Attached]

FILED
In the Office of the
Secretary of State of Texas

SEP 14 2017

Corporations Section

**ARTICLES OF INCORPORATION
OF
DALLAS AREA PARTNERSHIP TO END AND PREVENT HOMELESSNESS
LOCAL GOVERNMENT CORPORATION**

The undersigned natural persons, each of whom is at least eighteen (18) years of age or more and a citizen of the State of Texas, and at least three of whom are residents of the City of Dallas, Texas (the "City") and at least three of whom are residents of Dallas County, Texas (the "County"), acting as incorporators of a corporation under the provisions of Subchapter D, Chapter 431, Texas Transportation Code ("Chapter 431"), Chapter 394, Texas Local Government Code ("Chapter 394"), and Chapter 22, Business Organizations Code ("Chapter 22"), do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Dallas Area Partnership to End and Prevent Homelessness Local Government Corporation (the "Corporation").

ARTICLE II

The Corporation is a public non-profit 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 and the County to accomplish their governmental purpose; namely to develop strategies, policies, and priorities to address homelessness, and to advise the entities represented by the Board members as well as the TX-600 Dallas City & County/Irving Continuum of Care ("CoC"), and the lead agency of the CoC, which is currently Metro Dallas Homeless Alliance, as to these strategies, policies and priorities.

The goals and purposes of the Corporation are as follows:

- i. Review all federal and local plans related to homelessness, and develop clear policy recommendations and objective processes to measure the effectiveness of new and existing policies in ending and preventing homelessness.
- b. Be a knowledgeable and effective advocate for the proposed policies.

- c. Coordinate homelessness efforts among the entities represented on the Corporation's Board to increase efficiency and effectiveness of the entities' programs.
- d. Hold accountable entities represented on the Corporation's Board, housing and service providers, the CoC board of directors, and the CoC lead agency for progress in implementing the recommended policies and ending and preventing homelessness.
- e. Raise capital to support policy goals, as needed.
- f. Prepare annual written reports detailing progress to date and goals for the future.
- g. Coordinate with advisory groups.
 - i. One advisory group will be comprised of employees of the entities and organizations represented by the Board members.
 - ii. The board will also coordinate with any citizen homelessness advisory board created by the City and/or County. Specifically, the board shall consult and coordinate its efforts with the Dallas Citizen Homeless Commission approved by the Council on April 12, 2017.
 - iii. The Corporation may create additional advisory groups at its discretion.

To accomplish said goals and purpose, the Corporation shall be authorized to:

- 1. Contract with persons, and with governmental, for-profit and non-profit entities for the procuring of services and supplies and the hiring of personnel;
- 2. Acquire and hold title to real property and interests in real property;
- 3. Accept funds and property appropriated by the City and the County and by other entities;
- 4. Apply for grants of funds, services, and things of value and to accept awards of such grants;
- 5. Accept donations of funds, services and things of value;
- 6. Issue bonds, notes, and other debt obligations as necessary for the accomplishment of the governmental purpose stated above, provided that the Corporation shall not incur debt without the consent of the City Council of the City and the Commissioners Court of the County, as evidenced by an ordinance, order or resolution approved by both; and
- 7. Engage in other lawful activities to accomplish the governmental purpose stated above.

The Corporation is formed pursuant to the provisions of Chapter 431 as it now or may hereafter be amended and in the manner specified by Chapter 394, which authorize the Corporation to assist and act on behalf of the City and the County to accomplish any governmental purpose of the City and the County 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 Chapter 431, including, without limitation, the powers granted under Chapter 22.

The Corporation shall have all other powers of a like or different nature not prohibited by law which are available to non-profit corporations under Chapter 22 and which are necessary or useful to enable the Corporation to perform the purposes for which it is created.

The Corporation is created as a local government corporation pursuant to Chapter 431 and shall be a governmental unit within the meaning of Subdivision (3), 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.

In the exercise of its powers, the Corporation may enter into any loan, lease, or other agreement as authorized by Chapter 431 that are necessary and appropriate to the fulfillment of the public purpose of the Corporation. In connection with the issuance of bonds or other debt instruments, the Corporation shall select bond counsel and financial advisors acceptable to the City Attorney and District Attorney.

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 ("Board") consisting of the following thirteen persons:

1. City of Dallas Mayor nominee
2. Dallas County Judge nominee
3. U.S. Department of Veterans Affairs representative
4. Housing Authority of the City of Dallas representative
5. The Real Estate Council representative
6. Apartment Association of Greater Dallas representative
7. Local philanthropic representative nominated by the City of Dallas Mayor
8. Local philanthropic representative nominated by the Dallas County Judge
9. Parkland Health & Hospital System representative
10. North Texas Behavioral Health Authority representative
11. An officer of the current Continuum of Care lead agency board or CoC board
12. A representative of an independent school district in Dallas County
13. A representative of a public safety organization in Dallas County

Directors shall be officers or C-Suite leaders of the organizations they represent.

Directors 1, 3, 4, 5, 7, and 11 (as numbered above) and their successors will be nominated by the Mayor of the City of Dallas ("Mayor") and will be confirmed by the City Council. Directors 2, 6, 8, 9, and 10 (as numbered above) and their successors will be nominated by the Dallas County

Judge ("County Judge") and confirmed by the Commissioner's Court. Directors 12 and 13 (as numbered above) will be nominated by the Chair of the Board and confirmed by the Board.

Directors shall serve staggered terms of two years. Directors 1-6 (as numbered above) serve terms which will end on September 30 of each even-numbered year. These Directors' initial terms will end on September 30, 2020. Directors 7-13 serve terms which will end on September 30 of each odd-numbered year. These Directors' initial terms will end on September 30, 2019. The eleven initial Directors nominated by the Mayor and County Judge are named in Article IX herein, and approval of these Articles of Incorporation by the City Council and Commissioner's Court is also confirmation of the initial Directors.

Each subsequent Director, a majority of whom must reside in the City and the County, shall serve for a term of two 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 such Director shall expire on the expiration date of the term of the Director who he or she was appointed to replace. Initial Directors and succeeding Directors may serve up to three consecutive terms.

Directors 1 and 2 will serve as co-chairs of the Board until September 30, 2018. Thereafter, Directors 1 and 2 will alternate two-year terms as chair and vice chair of the Board, with the order of service determined by vote of the Board.

Directors 1-11 may be removed from the Board by a resolution approved by a majority vote of its appointing local government if such local government finds that (i) that the Director has committed one or more of the acts or omissions described in Section 7.001(c) of the Business Organizations Code and described in Article XI, below, or (ii) the Director is derelict in his or her duties by failing to attend four consecutive meetings, including any combination of annual meetings, regular meetings, or special meetings, unless the Director can show good cause for the absences. Directors 12 and 13 may be removed from the Board by vote of the Board if the Board finds that (i) that the Director has committed one or more of the acts or omissions described in Section 7.001(c) of the Business Organizations Code and described in Article XI, below, or (ii) the Director is derelict in his or her duties by failing to attend four consecutive meetings, including any combination of annual meetings, regular meetings, or special meetings, unless the Director can show good cause for the absences.

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, 7DN, Dallas, TX 75201, which is within the city limits of the City and the corporate limits of the County, and the name of its initial registered agent at such address is T.C. Broadnax, City Manager.

ARTICLE VIII

The names and addresses of the incorporators, each of whom is more than 18 years of age and a resident of the state of Texas, and at least three of whom are residents of City and three of whom are residents of County, are:

NAME	ADDRESS
Michael Rawlings	1500 Marilla, Dallas, TX 75201
Mark Clayton	1500 Marilla, Dallas, TX 75201
Clay Jenkins	411 Elm St., Dallas TX 75202
Theresa Daniel	411 Elm St., 2nd Floor, Dallas TX 75202
Linda McMahon	3100 McKinnon St., No. 1150, Dallas, Texas 75201
Britton Banowsky	2323 Farrington, Dallas, TX 75207

ARTICLE IX

The names and street addresses of the initial Directors, a majority of whom reside within both the City and the County, are:

	NAME	ADDRESS	AGENCY
1	Mark Clayton	1500 Marilla, Dallas, TX 75201	Dallas City Council Member
2	Theresa Daniel	411 Elm St., 2 nd Floor, Dallas, Texas 75202	Dallas County Commissioner
3	Jeffrey Milligan	4500 S Lancaster Rd., Dallas, TX 75216	U.S. Department of Veterans Affairs
4	Albert Black	3939 N. Hampton Rd., Dallas, Texas 75212	Housing Authority of the City of Dallas
5	Linda McMahon	3100 McKinnon St., No. 1150, Dallas, Texas 75201	The Real Estate Council
6	Kin Oldham	5728 LBJ Frwy., Ste. 100, Dallas, TX 75240	Apartment Association of Greater Dallas
7	Cindy Patrick	3003 Swiss Ave., Dallas, TX 75204	The Meadows Foundation
8	Hannah Buchanan	3300 Mockingbird Lane, Dallas, TX 75205	Highland Park United Methodist Church
9	Frederick P. Cerise	5200 Harry Hines Blvd., Dallas, TX 75235	Parkland Health & Hospital System
10	Carol Lucky	9441 Lyndon B Johnson Fwy., Ste. 350 Dallas, TX 75243	North Texas Behavioral Health Authority
11	Britton Banowsky	2323 Farrington, Dallas, TX 75207	MDHA/CoC

Mark Clayton and Theresa Daniel are hereby appointed and confirmed as the initial Co-Chairs of the Board in conformance with Article VI.

ARTICLE X

Resolutions approving the form of these Articles of Incorporation have been adopted by the City Council on April 12, 2017, and by the Commissioners Court on May 2, 2017.

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, regardless of 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 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)(J) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the Corporation: (i) 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); (ii) shall not direct any of its activities to attempting to influence legislation by propaganda or otherwise; (iii) shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office; and (iv) 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, other obligations, 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 and the County as mutually agreed to by the City and the County.

The City and County 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 and the County shall be deposited into such accounts or funds as determined by the City Council of

the City and the Commissioners Court of the County. No part of the Corporation's income shall inure to the benefit of any private interests.

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

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 Section 394.026 of the Texas Local Government Code, or with applicable law then in existence.

The City Council and the Commissioners Court may at any time consider and approve resolutions directing the Board of Directors to proceed with the dissolution of the Corporation, at which time the Board of Directors shall proceed with the dissolution of the Corporation in accordance with applicable state law. The failure of the Board of Directors 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.

In the event of dissolution or liquidation of the Corporation, all assets will be turned over to the City and the County for deposit into such accounts or funds as the City Council and the Commissioners Court shall direct.

ARTICLE XV

The Corporation is a constituted authority and a public or governmental instrumentality within the meaning of the regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to Section 103 of the Internal Revenue Code. Although the Corporation is authorized to act on behalf of one or more governmental entities as provided in these Articles, the Corporation is not a political subdivision or political authority of the State of Texas within the meaning of the Constitution and laws of the

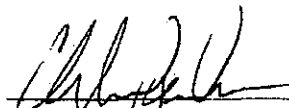
State of Texas, including, without limitation, Article III, Section 52 of the Texas Constitution, and no agreement, bond, debt, or obligation of the Corporation shall be deemed to be the agreement, bond, debt, or obligation, or the lending of credit, or a grant of public money or thing of value, of or by the City or County or any other political subdivision or authority or agency of the State of Texas, or a pledge of the faith and credit of any of them. No action of the Corporation shall be an action of the City or County or their agents or employees, and neither these Articles nor any action by the Board, the City Council, or the Commissioner's Court shall create a joint enterprise.

ARTICLE XVI


These Articles of Incorporation may be amended in either of the following manners: (i) the Board may file with the City Council and the Commissioners Court an application in writing requesting permission to amend the Articles of Incorporation, specifying in the application the amendment proposed to be made, and the City Council and the Commissioners Court, after considering the application and each finding and determining that it is wise, expedient, necessary, or advisable that the proposed amendment be made, may authorize by resolution that the proposed amendment be made, and then the Board may amend the Articles of Incorporation by adopting the amendment by resolution at a meeting of the Board and filing the amendment with the Office of the Texas Secretary of State, or (ii) the City Council and the Commissioners Court may jointly, at any time, alter or change the structure, organization, programs, activities, or duration of the Corporation, subject to any limitations on the impairment of contracts entered into by the Corporation, by adopting an amendment to the Articles of Incorporation of the Corporation at a meeting of the City Council and of the Commissioners Court and filing the amendment with the Office of the Texas Secretary of State.

ARTICLE XVII

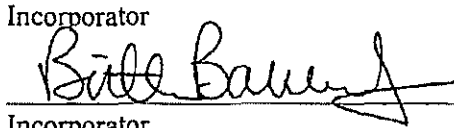
These Articles of Incorporation shall be effective when fully executed and filed with the Office of the Texas Secretary of State. Each of the undersigned executes this instrument subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that he and she is authorized to execute this instrument.



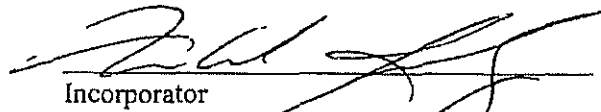
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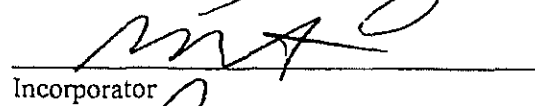


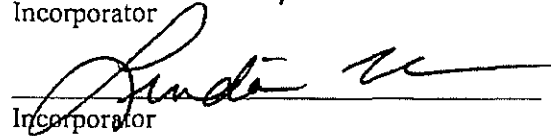
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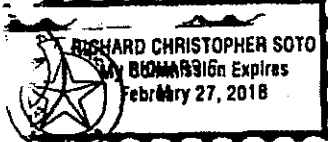

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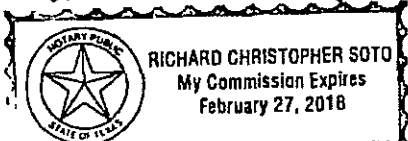
ACKNOWLEDGMENTS

This instrument was acknowledged before me on this 2 day of AUGUST 2017 by Michael Rawlings, being sworn on his oath that he is an individual residing in the City of Dallas, Dallas County, Texas. Given under my hand and seal of office this 2 2017.



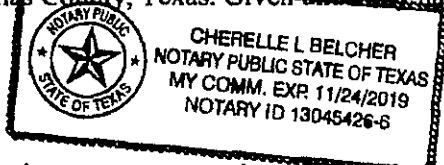
[Signature]
Notary Public
State of Texas

This instrument was acknowledged before me on this 2 day of AUGUST 2017 by Mark Clayton, being sworn on his oath that he is an individual residing in the City of Dallas, Dallas County, Texas. Given under my hand and seal of office this 2 2017.



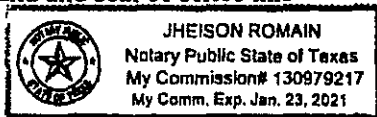
[Signature]
Notary Public
State of Texas

This instrument was acknowledged before me on this 28 day of July 2017 by Britton Banowsky, being sworn on his oath that he is an individual residing in the City of Dallas, Dallas County, Texas. Given under my hand and seal of office this 28 2017.



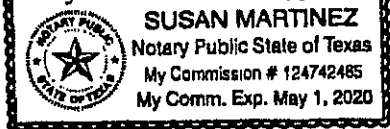
[Signature]
Notary Public
State of Texas

This instrument was acknowledged before me on this 30 day of June 2017 by Clay Jenkins, being sworn on his oath that he is an individual residing in Dallas County, Texas. Given under my hand and seal of office this 30 2017.



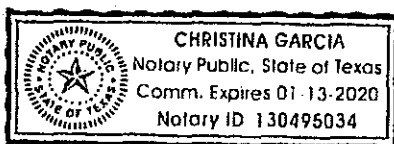
[Signature]
Notary Public
State of Texas

This instrument was acknowledged before me on this 3 day of July 2017 by Theresa Daniel, being sworn on her oath that she is an individual residing in Dallas County, Texas. Given under my hand and seal of office this 7-3- 2017.



[Signature]
Notary Public
State of Texas

This instrument was acknowledged before me on this 15 day of August 2017 by Linda McMahon, being sworn on her oath that she is an individual residing in Dallas County, Texas. Given under my hand and seal of office this 8-15 2017.



[Signature]
Notary Public
State of Texas

EXHIBIT B
FORM OF BYLAWS
[Attached]

APPLICATION TO THE MAYOR AND CITY COUNCIL OF THE CITY OF DALLAS, TEXAS AND THE COUNTY JUDGE AND MEMBERS OF COMMISSIONERS COURT OF DALLAS COUNTY, TEXAS FOR CREATION OF THE DALLAS AREA PARTNERSHIP TO END AND PREVENT HOMELESSNESS LOCAL GOVERNMENT CORPORATION, AND THE APPROVAL OF THE ARTICLES OF INCORPORATION AND BYLAWS THEREOF

RECITALS

Chapter 431, Subchapter D, Texas Transportation Code ("Chapter 431") authorizes the creation and organization of a public non-profit local government corporation to act as a duly constituted authority of a city and a county to aid and assist the city and county in the performance of one or more governmental or proprietary functions.

A local government corporation is created pursuant to the provisions of Chapter 394, Texas Local Government Code ("Chapter 394"). A local government corporation may have and exercise all of the powers prescribed by Chapter 431 and the Texas Business Organizations Code. A local government corporation's articles of incorporation and bylaws shall be in the form and executed, approved, and filed in the manner prescribed by Chapter 394.

Chapter 394 requires as a condition to the creation of a joint local government corporation that at least three residents of each sponsoring local government who are citizens of the state and at least eighteen years of age submit a written application for the incorporation of the joint local government corporation to the governing body of each sponsoring local government.

NOW THEREFORE, the undersigned petition and make application to the Honorable Mayor and City Council of the City of Dallas, Texas (the "City Council" and the "City") and the Honorable County Judge and members of the Commissioners Court of Dallas County, Texas (the "Commissioners Court" and the "County") and represent to the City and the County as follows:

1. Pursuant to and in accordance with Chapter 394, the undersigned six individuals, each of whom is a citizen of the State of Texas, at least three of whom are residents of City and at least three of whom are residents of County, and all of which are at least 18 years of age, make application to and request the Honorable Mayor and City Council of the City and the Honorable County Judge and members of the Commissioners Court of the County, to approve and authorize the creation of a public non-profit local government corporation to be designated and known as the Dallas Area Partnership to End and Prevent Homelessness Local Government Corporation (the "Corporation"). The Corporation shall have and exercise all of the powers prescribed by the Texas Business Organizations Code and Chapter 431.
2. The undersigned further request that the City Council and Commissioners Court approve the incorporation of the Corporation Articles of Incorporation and Bylaws in substantially the form attached hereto as Exhibits A and B respectively.

3. The undersigned further represent that duly executed original counterparts of the Application have been presented to and filed with the City Council and Commissioners Court in proper and due time, form, and manner; that this Application is a proper and sufficient application to the City Council and Commissioners Court for approval and authorization of a public non-profit local government corporation as required by Chapter 394; and that the City Council and Commissioners Court may properly consider and act upon this Application.

WHEREFORE, the undersigned respectfully request the Honorable Mayor and City Council and County Judge and members of the Commissioners Court approve this Application in all respects and to take such further and additional actions and proceedings as may be deemed necessary and proper in connection therewith.

[Remainder of Page Intentionally Blank]

RESPECTFULLY SUBMITTED this ____ day of April, 2017.

APPLICANT 1:

Clay Lewis Jenkins
Name

411 Elm St. 2nd Floor
Address

X 
Signature

APPLICANT 2:

Michael Rawlings
Name

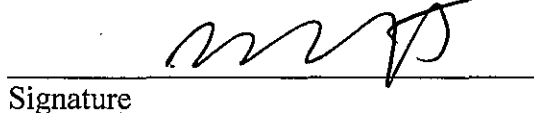
1500 Marilla 5EN
Dallas TX 75001
Address


Signature

APPLICANT 3:

Mark Clayton
Name

1600 Marilla 5FS
Dallas, TX 75201
Address


Signature

APPLICANT 4:

~~Theresa~~ M DANIEL
Name

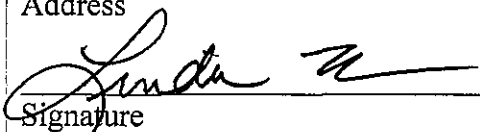
411 Elm St. 2nd Floor
DALLAS TX 75202
Address

Theresa M Daniel
Signature

APPLICANT 5:

Linda McMahon
Name

3100 McKinnon St. #115D
Dallas, TX 75201
Address


Signature

APPLICANT 6:

Britton Banowsky
Name

2323 FARRINGTON
DALLAS, TX 75207
Address

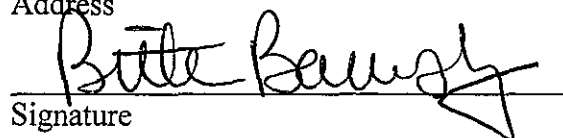

Signature

EXHIBIT A
FORM OF ARTICLES OF INCORPORATION
[Attached]

SEP 14 2017

Corporations Section

**ARTICLES OF INCORPORATION
OF
DALLAS AREA PARTNERSHIP TO END AND PREVENT HOMELESSNESS
LOCAL GOVERNMENT CORPORATION**

The undersigned natural persons, each of whom is at least eighteen (18) years of age or more and a citizen of the State of Texas, and at least three of whom are residents of the City of Dallas, Texas (the "City") and at least three of whom are residents of Dallas County, Texas (the "County"), acting as incorporators of a corporation under the provisions of Subchapter D, Chapter 431, Texas Transportation Code ("Chapter 431"), Chapter 394, Texas Local Government Code ("Chapter 394"), and Chapter 22, Business Organizations Code ("Chapter 22"), do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Dallas Area Partnership to End and Prevent Homelessness Local Government Corporation (the "Corporation").

ARTICLE II

The Corporation is a public non-profit 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 and the County to accomplish their governmental purpose; namely to develop strategies, policies, and priorities to address homelessness, and to advise the entities represented by the Board members as well as the TX-600 Dallas City & County/Irving Continuum of Care ("CoC"), and the lead agency of the CoC, which is currently Metro Dallas Homeless Alliance, as to these strategies, policies and priorities.

The goals and purposes of the Corporation are as follows:

- i. Review all federal and local plans related to homelessness, and develop clear policy recommendations and objective processes to measure the effectiveness of new and existing policies in ending and preventing homelessness.
- b. Be a knowledgeable and effective advocate for the proposed policies.

- c. Coordinate homelessness efforts among the entities represented on the Corporation's Board to increase efficiency and effectiveness of the entities' programs.
- d. Hold accountable entities represented on the Corporation's Board, housing and service providers, the CoC board of directors, and the CoC lead agency for progress in implementing the recommended policies and ending and preventing homelessness.
- e. Raise capital to support policy goals, as needed.
- f. Prepare annual written reports detailing progress to date and goals for the future.
- g. Coordinate with advisory groups.
 - i. One advisory group will be comprised of employees of the entities and organizations represented by the Board members.
 - ii. The board will also coordinate with any citizen homelessness advisory board created by the City and/or County. Specifically, the board shall consult and coordinate its efforts with the Dallas Citizen Homeless Commission approved by the Council on April 12, 2017.
 - iii. The Corporation may create additional advisory groups at its discretion.

To accomplish said goals and purpose, the Corporation shall be authorized to:

- 1. Contract with persons, and with governmental, for-profit and non-profit entities for the procuring of services and supplies and the hiring of personnel;
- 2. Acquire and hold title to real property and interests in real property;
- 3. Accept funds and property appropriated by the City and the County and by other entities;
- 4. Apply for grants of funds, services, and things of value and to accept awards of such grants;
- 5. Accept donations of funds, services and things of value;
- 6. Issue bonds, notes, and other debt obligations as necessary for the accomplishment of the governmental purpose stated above, provided that the Corporation shall not incur debt without the consent of the City Council of the City and the Commissioners Court of the County, as evidenced by an ordinance, order or resolution approved by both; and
- 7. Engage in other lawful activities to accomplish the governmental purpose stated above.

The Corporation is formed pursuant to the provisions of Chapter 431 as it now or may hereafter be amended and in the manner specified by Chapter 394, which authorize the Corporation to assist and act on behalf of the City and the County to accomplish any governmental purpose of the City and the County 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 Chapter 431, including, without limitation, the powers granted under Chapter 22.

The Corporation shall have all other powers of a like or different nature not prohibited by law which are available to non-profit corporations under Chapter 22 and which are necessary or useful to enable the Corporation to perform the purposes for which it is created.

The Corporation is created as a local government corporation pursuant to Chapter 431 and shall be a governmental unit within the meaning of Subdivision (3), 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.

In the exercise of its powers, the Corporation may enter into any loan, lease, or other agreement as authorized by Chapter 431 that are necessary and appropriate to the fulfillment of the public purpose of the Corporation. In connection with the issuance of bonds or other debt instruments, the Corporation shall select bond counsel and financial advisors acceptable to the City Attorney and District Attorney.

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 ("Board") consisting of the following thirteen persons:

1. City of Dallas Mayor nominee
2. Dallas County Judge nominee
3. U.S. Department of Veterans Affairs representative
4. Housing Authority of the City of Dallas representative
5. The Real Estate Council representative
6. Apartment Association of Greater Dallas representative
7. Local philanthropic representative nominated by the City of Dallas Mayor
8. Local philanthropic representative nominated by the Dallas County Judge
9. Parkland Health & Hospital System representative
10. North Texas Behavioral Health Authority representative
11. An officer of the current Continuum of Care lead agency board or CoC board
12. A representative of an independent school district in Dallas County
13. A representative of a public safety organization in Dallas County

Directors shall be officers or C-Suite leaders of the organizations they represent.

Directors 1, 3, 4, 5, 7, and 11 (as numbered above) and their successors will be nominated by the Mayor of the City of Dallas ("Mayor") and will be confirmed by the City Council. Directors 2, 6, 8, 9, and 10 (as numbered above) and their successors will be nominated by the Dallas County

Judge ("County Judge") and confirmed by the Commissioner's Court. Directors 12 and 13 (as numbered above) will be nominated by the Chair of the Board and confirmed by the Board.

Directors shall serve staggered terms of two years. Directors 1-6 (as numbered above) serve terms which will end on September 30 of each even-numbered year. These Directors' initial terms will end on September 30, 2020. Directors 7-13 serve terms which will end on September 30 of each odd-numbered year. These Directors' initial terms will end on September 30, 2019. The eleven initial Directors nominated by the Mayor and County Judge are named in Article IX herein, and approval of these Articles of Incorporation by the City Council and Commissioner's Court is also confirmation of the initial Directors.

Each subsequent Director, a majority of whom must reside in the City and the County, shall serve for a term of two 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 such Director shall expire on the expiration date of the term of the Director who he or she was appointed to replace. Initial Directors and succeeding Directors may serve up to three consecutive terms.

Directors 1 and 2 will serve as co-chairs of the Board until September 30, 2018. Thereafter, Directors 1 and 2 will alternate two-year terms as chair and vice chair of the Board, with the order of service determined by vote of the Board.

Directors 1-11 may be removed from the Board by a resolution approved by a majority vote of its appointing local government if such local government finds that (i) that the Director has committed one or more of the acts or omissions described in Section 7.001(c) of the Business Organizations Code and described in Article XI, below, or (ii) the Director is derelict in his or her duties by failing to attend four consecutive meetings, including any combination of annual meetings, regular meetings, or special meetings, unless the Director can show good cause for the absences. Directors 12 and 13 may be removed from the Board by vote of the Board if the Board finds that (i) that the Director has committed one or more of the acts or omissions described in Section 7.001(c) of the Business Organizations Code and described in Article XI, below, or (ii) the Director is derelict in his or her duties by failing to attend four consecutive meetings, including any combination of annual meetings, regular meetings, or special meetings, unless the Director can show good cause for the absences.

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, 7DN, Dallas, TX 75201, which is within the city limits of the City and the corporate limits of the County, and the name of its initial registered agent at such address is T.C. Broadnax, City Manager.

ARTICLE VIII

The names and addresses of the incorporators, each of whom is more than 18 years of age and a resident of the state of Texas, and at least three of whom are residents of City and three of whom are residents of County, are:

NAME	ADDRESS
Michael Rawlings	1500 Marilla, Dallas, TX 75201
Mark Clayton	1500 Marilla, Dallas, TX 75201
Clay Jenkins	411 Elm St., Dallas TX 75202
Theresa Daniel	411 Elm St., 2nd Floor, Dallas TX 75202
Linda McMahon	3100 McKinnon St., No. 1150, Dallas, Texas 75201
Britton Banowsky	2323 Farrington, Dallas, TX 75207

ARTICLE IX

The names and street addresses of the initial Directors, a majority of whom reside within both the City and the County, are:

	NAME	ADDRESS	AGENCY
1	Mark Clayton	1500 Marilla, Dallas, TX 75201	Dallas City Council Member
2	Theresa Daniel	411 Elm St., 2 nd Floor, Dallas, Texas 75202	Dallas County Commissioner
3	Jeffrey Milligan	4500 S Lancaster Rd., Dallas, TX 75216	U.S. Department of Veterans Affairs
4	Albert Black	3939 N. Hampton Rd., Dallas, Texas 75212	Housing Authority of the City of Dallas
5	Linda McMahon	3100 McKinnon St., No. 1150, Dallas, Texas 75201	The Real Estate Council
6	Kin Oldham	5728 LBJ Frwy., Ste. 100, Dallas, TX 75240	Apartment Association of Greater Dallas
7	Cindy Patrick	3003 Swiss Ave., Dallas, TX 75204	The Meadows Foundation
8	Hannah Buchanan	3300 Mockingbird Lane, Dallas, TX 75205	Highland Park United Methodist Church
9	Frederick P. Cerise	5200 Harry Hines Blvd., Dallas, TX 75235	Parkland Health & Hospital System
10	Carol Lucky	9441 Lyndon B Johnson Fwy., Ste. 350 Dallas, TX 75243	North Texas Behavioral Health Authority
11	Britton Banowsky	2323 Farrington, Dallas, TX 75207	MDHA/CoC

Mark Clayton and Theresa Daniel are hereby appointed and confirmed as the initial Co-Chairs of the Board in conformance with Article VI.

ARTICLE X

Resolutions approving the form of these Articles of Incorporation have been adopted by the City Council on April 12, 2017, and by the Commissioners Court on May 2, 2017.

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, regardless of 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 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)(J) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the Corporation: (i) 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); (ii) shall not direct any of its activities to attempting to influence legislation by propaganda or otherwise; (iii) shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office; and (iv) 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, other obligations, 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 and the County as mutually agreed to by the City and the County.

The City and County 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 and the County shall be deposited into such accounts or funds as determined by the City Council of

the City and the Commissioners Court of the County. No part of the Corporation's income shall inure to the benefit of any private interests.

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

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 Section 394.026 of the Texas Local Government Code, or with applicable law then in existence.

The City Council and the Commissioners Court may at any time consider and approve resolutions directing the Board of Directors to proceed with the dissolution of the Corporation, at which time the Board of Directors shall proceed with the dissolution of the Corporation in accordance with applicable state law. The failure of the Board of Directors 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.

In the event of dissolution or liquidation of the Corporation, all assets will be turned over to the City and the County for deposit into such accounts or funds as the City Council and the Commissioners Court shall direct.

ARTICLE XV

The Corporation is a constituted authority and a public or governmental instrumentality within the meaning of the regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to Section 103 of the Internal Revenue Code. Although the Corporation is authorized to act on behalf of one or more governmental entities as provided in these Articles, the Corporation is not a political subdivision or political authority of the State of Texas within the meaning of the Constitution and laws of the

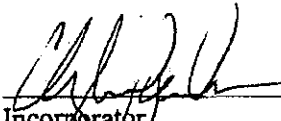
State of Texas, including, without limitation, Article III, Section 52 of the Texas Constitution, and no agreement, bond, debt, or obligation of the Corporation shall be deemed to be the agreement, bond, debt, or obligation, or the lending of credit, or a grant of public money or thing of value, of or by the City or County or any other political subdivision or authority or agency of the State of Texas, or a pledge of the faith and credit of any of them. No action of the Corporation shall be an action of the City or County or their agents or employees, and neither these Articles nor any action by the Board, the City Council, or the Commissioner's Court shall create a joint enterprise.

ARTICLE XVI


These Articles of Incorporation may be amended in either of the following manners: (i) the Board may file with the City Council and the Commissioners Court an application in writing requesting permission to amend the Articles of Incorporation, specifying in the application the amendment proposed to be made, and the City Council and the Commissioners Court, after considering the application and each finding and determining that it is wise, expedient, necessary, or advisable that the proposed amendment be made, may authorize by resolution that the proposed amendment be made, and then the Board may amend the Articles of Incorporation by adopting the amendment by resolution at a meeting of the Board and filing the amendment with the Office of the Texas Secretary of State, or (ii) the City Council and the Commissioners Court may jointly, at any time, alter or change the structure, organization, programs, activities, or duration of the Corporation, subject to any limitations on the impairment of contracts entered into by the Corporation, by adopting an amendment to the Articles of Incorporation of the Corporation at a meeting of the City Council and of the Commissioners Court and filing the amendment with the Office of the Texas Secretary of State.

ARTICLE XVII


These Articles of Incorporation shall be effective when fully executed and filed with the Office of the Texas Secretary of State. Each of the undersigned executes this instrument subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that he and she is authorized to execute this instrument.



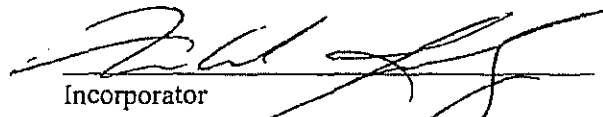
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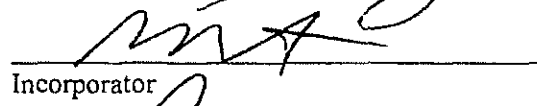


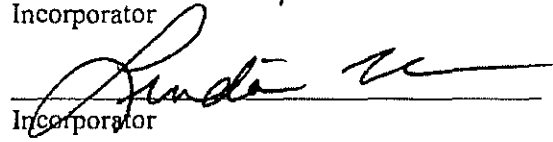
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Incorporator

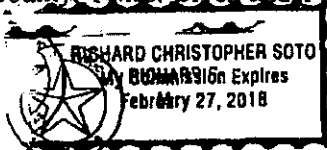

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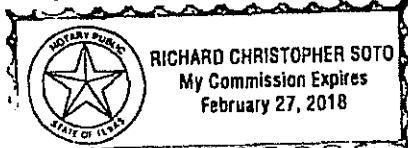
ACKNOWLEDGMENTS

This instrument was acknowledged before me on this 2 day of AUGUST 2017 by Michael Rawlings, being sworn on his oath that he is an individual residing in the City of Dallas, Dallas County, Texas. Given under my hand and seal of office this 2 2017.



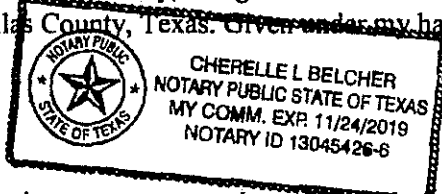
[Signature]
Notary Public
State of Texas

This instrument was acknowledged before me on this 2 day of AUGUST 2017 by Mark Clayton, being sworn on his oath that he is an individual residing in the City of Dallas, Dallas County, Texas. Given under my hand and seal of office this 2 2017.



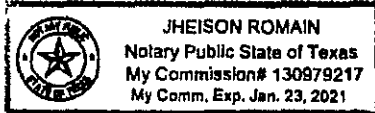
[Signature]
Notary Public
State of Texas

This instrument was acknowledged before me on this 28 day of July 2017 by Britton Banowsky, being sworn on his oath that he is an individual residing in the City of Dallas, Dallas County, Texas. Given under my hand and seal of office this 28 2017.



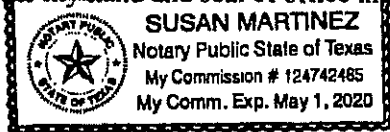
[Signature]
Notary Public
State of Texas

This instrument was acknowledged before me on this 30 day of June 2017 by Clay Jenkins, being sworn on his oath that he is an individual residing in Dallas County, Texas. Given under my hand and seal of office this 30 2017.



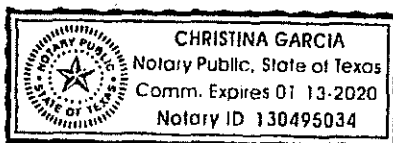
[Signature]
Notary Public
State of Texas

This instrument was acknowledged before me on this 3 day of July 2017 by Theresa Daniel, being sworn on her oath that she is an individual residing in Dallas County, Texas. Given under my hand and seal of office this 7-3- 2017.



[Signature]
Notary Public
State of Texas

This instrument was acknowledged before me on this 15 day of August 2017 by Linda McMahon, being sworn on her oath that she is an individual residing in Dallas County, Texas. Given under my hand and seal of office this 8-15 2017.



[Signature]
Notary Public
State of Texas

EXHIBIT B
FORM OF BYLAWS
[Attached]