

**AMENDED AND RESTATED BYLAWS OF
HOUSTON FIRST CORPORATION**

Dated January 28, 2013

ARTICLE I

Name and Purpose

Section 1.01. Name. The name of the corporation is the Houston First Corporation (the "Corporation").

Section 1.02. Purposes. The Corporation is organized and is to be operated for the purposes set forth in the Amendment to Certificate of Formation dated effective December 12, 2012, as the same may hereafter be amended and modified from time to time (the "Certificate of Formation").

Section 1.03. Seal. The Corporation may have a seal which shall be circular and shall have inscribed in the outer circle "Houston First Corporation" and shall have inscribed in the inner circle the letters "T E X A S" and a five pointed star. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE II

Board of Directors

Section 2.01. General Powers; Number; Vacancy; Advisory Members. As stated in the Certificate of Formation, all powers of the Corporation shall be vested in a board of directors (each member of the Board of Directors being a "Director" and collectively the "Directors" or the "Board of Directors") consisting of not less than 5 or more than 11 persons (such number to be designated from time to time by the Mayor of the City). A Director may be an employee or officer of the City. Any vacancy on the Board of Directors with regard to a member before the stated expiration of the term of such Director's membership on the Board of Directors will be filled, for the balance of the term applicable to such member, by an appointment by the Mayor, such appointment to be subject to confirmation of the City Council of the City. The Mayor shall also have the right to (i) appoint a member of the Board of Directors to be the Chairperson of the Board of Directors, such appointment to be subject to confirmation by the City Council of the City, and (ii) to remove and replace such Chairperson from time to time, such replacement to be subject to confirmation by the City Council of the City. Nothing herein shall be deemed to prohibit a Director from serving more than one term. Each advisory, non-voting member of the Board of Directors shall serve for the term established by the Mayor in appointing such persons as a non-voting advisory member.

Section 2.02. Regular Meeting. The Board of Directors may provide by resolution for the time and place for the holding of regular meetings of the Board of Directors without further notice than such resolution but subject to the requirements of the Texas Open Meeting Act in force in the State of Texas from time to time.

Section 2.03. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board of Directors or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the City as the place for holding any special meeting of the Board of Directors called by them.

Section 2.04. Notice. Except as otherwise permitted by the Texas Open Meetings Act, notice of any special meeting of the Board of Directors shall be given at least seventy-two (72) hours previous to such meeting. Directors

may waive such notice. The provisions of this Section 2.04 are subject to the requirements of the Texas Open Meetings Act in force in the State of Texas from time to time.

Section 2.05. Quorum. At any meeting of the Board of Directors, a majority of the voting numbers of the Board of Directors shall constitute a quorum for the transaction of business.

Section 2.06. Manner of Acting. The act of a majority of the voting Directors shall be the act of the Board of Directors. The Chairperson of the Board shall preside over each meeting of the Board of Directors, but in the absence of the Chairperson of the Board another Director appointed by the Chairperson shall preside at such meeting of the Board of Directors. The Secretary shall act as the secretary of the meetings, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 2.07. Compensation. No part of the income or revenues of the Corporation shall ever be paid to any Director except for reimbursement of actual expenses incurred in connection with the business affairs of the Corporation, and no such reimbursement of expenses shall be made unless approved by the President & CEO.

Section 2.08. Committees Generally. The Board of Directors may by vote establish committees consisting of two (2) or more of the members of the Board of Directors. Each committee shall be advisory only unless in the vote establishing the same the Board of Directors otherwise expressly provides, and if so provided, the committee may exercise such authority as has been granted to it by the Board of Directors.

ARTICLE III

Officers

Section 3.01. Officers of the Corporation. Officers of the Corporation shall be a President & CEO, a Secretary, a Treasurer, a Chief Financial Officer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect such other officers, including one or more Executive Vice Presidents, Vice Presidents, Assistant Secretaries or Assistant Treasurers, as it may deem desirable, such officers to have the authority and to perform the duties prescribed from time to time by the Chairperson of the Board of Directors.

Section 3.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient to the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected.

Section 3.03. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 3.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by a person appointed by the Chairperson, such person to serve for the unexpired portion of the term.

Section 3.05. President & CEO. The President & CEO shall be the chief executive officer and shall in general supervise and control all of the business and affairs of the Corporation. The President & CEO may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of

Directors, or by these Bylaws, or by statute to some other officer or agent of the Corporation; and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 3.06. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the Corporation records and of the seal of the Corporation, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chief Executive Officer or by the Board of Directors. Each Assistant Secretary shall have the powers and duties of the Secretary during that officer's absence or inability to act.

Section 3.07. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, deposit all such monies in the name of the Corporation in such banks as shall be selected by the Board of Directors, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. Each Assistant Treasurer shall have the powers and duties of the Treasurer during that officer's absence or inability to act.

Section 3.08 Chief Financial Officer. The Chief Financial Officer shall have overall supervision of the financial operations of the Corporation and shall report directly to the President & CEO. The Chief Financial Officer shall be responsible for identifying and assessing financial risk, presenting and reporting accurate and timely historical financial information, budget management, payroll activity, advising the other officers of the Corporation, and performing such other duties as the President & CEO may determine from time to time.

Section 3.09. Bond of Treasurer or Assistant Treasurer. If required by the Board of Directors, the Treasurer or Assistant Treasurer of the Corporation shall give bond for the faithful discharge of duties in such sum and with such sureties as the Board of Directors shall determine, but the cost therefor shall be paid by the Corporation.

Section 3.10. Combining or Separating Offices. The Board of Directors may combine or separate the offices (except the offices of President & CEO and Secretary) by entry in its minutes.

ARTICLE IV

Contracts; Checks; Deposits; Funds; and Audits

Section 4.01. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. No contract or other transaction between the Corporation and any Director may be entered into by the Corporation.

Section 4.02. Check; Drafts; Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary, Treasurer, Chief Financial Officer, or any Assistant Secretary or Assistant Treasurer and countersigned by the Chairperson, the President & CEO or any Vice-President of the Corporation.

Section 4.03. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in a state or national bank or other federally insured depository institution selected as a depository of the funds of the Corporation.

Section 4.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 4.05. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 4.06. Audits. The Board of Directors shall cause to be maintained a proper and complete system of records and accounts of all transactions, business, and affairs of the Corporation. After the close of each fiscal year, the Corporation shall cause financial statements to be prepared which shall be audited by an independent certified public accountant or firm of independent certified public accountants. The Corporation shall furnish a copy of such audited financial statements, together with the independent certified accountants' report thereon, without cost to the Controller of the City.

ARTICLE V
Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors. All books and records may be inspected by representatives of the City at any reasonable time.

ARTICLE VI
Effect; Amendment

These Bylaws shall be effective from and after their adoption. These Bylaws may be amended by the affirmative vote of a majority of the Directors of the Corporation at any meeting of the Board of Directors, provided that notice of the proposed amendment shall have been sent to each Director at least 72 hours prior to such meeting.

Date of Adoption: January 28, 2013.

Valores Kere
Secretary