

**AMENDMENT TO CERTIFICATE OF FORMATION OF  
HOUSTON FIRST CORPORATION**

Reference is here made to the Articles of Incorporation of Houston Convention Center Hotel Corporation dated February 17, 2000 filed with the Secretary of State, State of Texas (under Charter No. 0157131801), as amended by the First Amendment to Articles of Incorporation of Houston Convention Center Hotel Corporation dated effective as of April 3, 2000 filed with the Secretary of State, State of Texas, and by the Second Amendment to Articles of Incorporation of Houston Convention Center Hotel Corporation dated effective as of April 21, 2004 filed with the Secretary of State, State of Texas, and by the Third Amendment to Articles of Incorporation of Houston Convention Center Hotel Corporation dated effective as of June 1, 2011 filed with the Secretary of State, State of Texas, and by the Amendment to Certificate of Formation of Houston First Corporation dated effective as of December 12, 2012 by Ordinance 2012-1049 and filed with the Secretary of State, State of Texas (collectively, the "Certificate of Formation").

Pursuant to Section 394.016 of Chapter 394, Texas Local Government Code, the City Council of the City of Houston, Texas ("City"), by Ordinance dated August 6, 2014 approved and adopted by a majority of the members of the City Council of the City on 8-6-14, 2014, hereby adopt the following amendments to the Certificate of Formation:

1. The first three paragraphs of Article VI of the Certificate of Formation are hereby amended by deleting the text thereof and substituting therefor the following:

**ARTICLE VI**

All powers of the Corporation shall be vested in a board of directors ("Board of Directors") consisting of not less than 5, nor more than 13 persons.

Twelve Directors shall be appointed to the Board of Directors by the Mayor of the City and one Director shall be appointed by the City Council of the City. The approval of the City Council of the City shall be required to confirm all appointments. Directors may be divided by the Mayor of the City into no more than four classes for the sole purpose of staggering their terms. The term of the Directors shall be for no more than four years, as determined upon their appointment; provided, however, that one Director may be appointed for a one-year term, and further provided that each Director shall continue to serve until his or her successor shall have been appointed and approved.

The Greater Houston Convention and Visitors Bureau may recommend to the Corporation up to four candidates for appointment to serve on the Board of Directors, which recommendations the Corporation shall promptly communicate to the Mayor of the City; provided, however, that if the Greater Houston Convention and Visitors Bureau enters into a contract, directly or indirectly, with Harris County relating to general promotion and tourist advertising, then the Harris County Judge may recommend to the Corporation one candidate for appointment to serve on the Board of Directors for a one-year term, which recommendations the Corporation shall promptly communicate to the Mayor of the City. In the absence of such a contract, Greater Houston Convention and Visitors Bureau may recommend a candidate in the same manner. Upon the

expiration or termination of the term of any director previously recommended by the Greater Houston Convention and Visitors Bureau or the Harris County Judge and approved and confirmed by the Mayor of the City and the City Council of the City, the Greater Houston Convention and Visitors Bureau and/or the Harris County Judge may recommend a replacement candidate in the same manner as described above.

Any Director may be removed from office at any time, with or without cause, by the Mayor of the City, and a replacement may be appointed for such Director in the same manner set forth herein for the balance of the term applicable to such Director, such appointment to be subject to the confirmation of the City Council of the City.

To be qualified to serve as Director, a person must be 18 years old, have a broad business background (which may be comprised of experience with civic and non-profit entities), and must have an appreciation of and/or reasonable experience in the management, operation or promotion of hotels, convention centers, restaurants, performing arts organizations/venues, visitor attractions, sports/entertainment venues, or have experience in the practice of accounting or law, or have other experience directly and substantially related to work performed by the Corporation, Greater Houston Convention and Visitors Bureau, or the tourism and convention industry taken as a whole.

At no time may less than a majority of the members of the Board of Directors be residents of the City.

The number of Directors may only be increased to more than 13 or decreased to less than 5 by an amendment to the Certificate of Formation.

2. Except in the manner and to the extent expressly amended herein, the Certificate of Formation shall remain in full force and effect is hereby ratified and confirmed.

Executed August 7, 2014, to be effective as of the date of the Ordinance referenced above.

  
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City Secretary

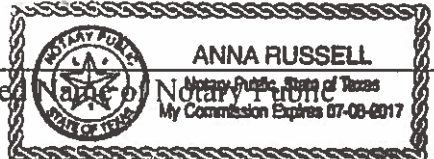
  
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Mayor of the City of Houston

THE STATE OF TEXAS §  
§  
COUNTY OF HARRIS §

**ACKNOWLEDGMENT**

The foregoing instrument was acknowledged before me on the 7<sup>th</sup> day of August, 2014 by Mayor Annise Parker.

  
Notary Public in and for the State of Texas

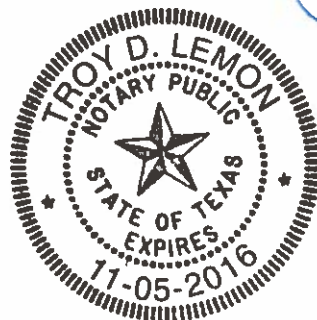
Printed  ANNA RUSSELL  
Notary Public, State of Texas  
My Commission Expires 07-08-2017  
Commission Expires: 7-8-17

THE STATE OF TEXAS §  
§  
COUNTY OF HARRIS §

**ACKNOWLEDGMENT**

The foregoing instrument was acknowledged before me on the 7<sup>th</sup> day of August, 2014 by Anna Russell, City Secretary.

  
Notary Public in and for the State of Texas



Printed Name of Notary Public  
Commission Expires: 11-5-16

STATE OF TEXAS §  
COUNTY OF HARRIS §

VERIFICATION

BEFORE ME, the undersigned authority, personally appeared **Anna Russell**, known to me to be the person whose name is subscribed below, who, after being by me duly sworn, upon her oath did depose and say that she is the **City Secretary of the City of Houston, Texas**; that she has examined the foregoing **Amendment to Certificate of Formation of Houston First Corporation** and that same was approved by the City Council of the City of Houston, Texas by Ordinance No. 2014-757 on August 6, 2014; as such, she is duly authorized to make this verification.

*Anna Russell*

Anna Russell  
City Secretary

SUBSCRIBED AND SWORN TO BEFORE ME by the said Anna Russell, City Secretary of the City of Houston, Texas, on this the 7th day of August, 2014.

*Troy D. Lemon*  
Notary Public in and for the State of Texas

Printed Name of Notary Public

Commission Expires: 11-5-16

