



# The State of Texas

SECRETARY OF STATE

## CERTIFICATE OF INCORPORATION

OF

NATIONAL TOLLROAD AUTHORITY TEXAS 2, INC.  
CHARTER #1194784

The undersigned, as Secretary of State of the State of Texas, hereby certifies that Articles of Incorporation for the above corporation duly signed pursuant to the provisions of the Articles 1448 through 1465, Vernon's Revised Civil Statutes, have been filed in this office.

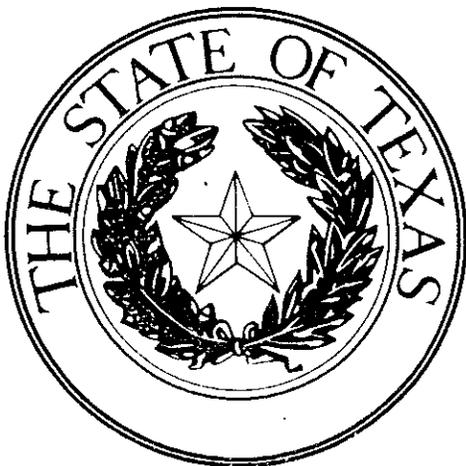
ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation and attaches hereto a copy of the Articles of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate 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.

*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this*

31st day of MAY, A.D. 1991

*John Hannah Jr*  
Secretary of State



# FULBRIGHT & JAWORSKI

600 CONGRESS AVENUE, SUITE 2400  
AUSTIN, TEXAS 78701

TELEPHONE: 512/474-5201  
TELECOPIER: 512/320-4598

May 31, 1991

HOUSTON  
WASHINGTON, D.C.  
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LOS ANGELES  
LONDON  
ZURICH  
HONG KONG  
FULBRIGHT JAWORSKI &  
REAVIS McGRATH  
NEW YORK

## HAND DELIVERY

Texas Secretary of State's Office  
Corporation Section  
1019 Brazos, Rm. 105  
Rudder Bldg.  
Austin, Texas 78701

Ladies and Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of National Tollroad Authority Texas 2, Inc., the Certificate of the Attorney General of Texas relating thereto, an Affidavit of Directors of National Tollroad Authority Texas 2, Inc., and a check in the amount of \$310.00 payable to the Texas Secretary of State. We request that you file these documents in your office and return to us a certified copy of such filing. As you may know, it is imperative that these documents be processed today; therefore, we would appreciate your immediate attention to this matter. Should you have any questions in regard to any of the foregoing, please do not hesitate to contact us.

Very truly yours,

  
Beth A. Sudarshan

BAS/sec

Enclosure

ARTICLES OF INCORPORATION  
OF

FILED  
In the Office of the  
Secretary of State of Texas

MAY 31 1991

NATIONAL TOLLROAD AUTHORITY TEXAS 2, INC.

Corporations Section

ARTICLE ONE

The name of the corporation is NATIONAL TOLLROAD AUTHORITY TEXAS 2, INC.

ARTICLE TWO

The period of its duration is fifty (50) years from the date of incorporation, subject to renewal or extension in accordance with applicable law.

ARTICLE THREE

The purpose or purposes for which the corporation is organized is to exercise all authority vested in the corporation in Articles 1447 through 1465 Vernon's Revised Texas Civil Statutes (the "Enabling Statutes") and to construct and operate a toll road system in accordance with such Enabling Statutes. The corporation is also organized for the purpose or purposes of transacting any and all lawful business for which a corporation may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The corporation will construct, own and operate a toll road that will be a first-class, all-weather road of a width not exceeding that authorized by statute. The toll road will begin at State Highway 121 at a point within a 5-mile radius of

the City of Plano, Texas. The toll road will extend generally in a northerly direction and end at U.S. 82 approximately five miles west of State Highway 289, all in Collin and Grayson Counties, Texas. The estimated length of the toll road is forty-five (45) miles. In connection with the toll road, the corporation may construct bridges over rivers, streams and other navigable waters in Collin and Grayson Counties.

#### ARTICLE FIVE

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares, One Dollar (\$1.00) par value. All such shares shall be of one class and shall be designated as Common Stock.

#### ARTICLE SIX

The corporation will not commence business until it has received consideration of the value of One Thousand and No/100 Dollars (\$1,000.00), consisting of money, labor done or property actually received, for the issuance of its shares.

#### ARTICLE SEVEN

The power to cumulate votes (cumulative voting) in the election of directors is hereby expressly prohibited.

The shareholders of the corporation shall not have a preemptive right to purchase, acquire or subscribe for any unissued, additional or treasury shares of stock of any class or bonds, notes, debentures or other securities convertible into stock of the corporation or carrying any right to purchase, acquire or subscribe for stock of any class.

## ARTICLE EIGHT

The street address of its initial registered office is 1700 Lakeside Square, 12377 Merit Drive, Dallas, Texas 75251 and the name of its initial registered agent at that address is Mark E. Kinney.

## ARTICLE NINE

A director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this provision does not eliminate or limit the liability of a director to the extent the director is found liable for:

- (i) a breach of the director's duty of loyalty to the corporation or its shareholders;
- (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (iv) an act or omission for which the liability of the director is explicitly provided by an applicable statute.

Any amendment, repeal or modification of the foregoing provision by the shareholders of the corporation shall not adversely affect any limitation on the liability of any director of the corporation existing at or prior to the time of such amendment, repeal or modification.

## ARTICLE TEN

Any action required by law to be taken at any annual or special meeting of shareholders, or any action that may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were presented and voted.

## ARTICLE ELEVEN

The management and control of the corporation shall be vested in a board of directors of the corporation and such officers as may be determined by the board of directors. The number of initial directors is five (5). The first meeting of the board of directors shall be called within sixty (60) days of the issuance of the corporate charter. The meeting shall be called by the registered agent, and for the purposes of issuing shares, electing officers and directors and adopting bylaws for the operation of the corporation. The name and address of each initial director who is also an incorporator is as follows:

Larry J. Cain  
1700 Lakeside Square  
12377 Merit Drive  
Dallas, Texas 75251

J. Michael Poss

J. Michael Poss  
1700 Lakeside Square  
12377 Merit Drive  
Dallas, Texas 75251

Phyllis A. Cavender  
1700 Lakeside Square  
12377 Merit Drive  
Dallas, Texas 75251

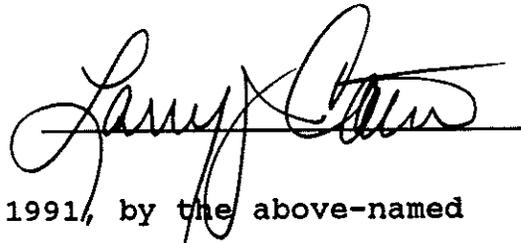
Darcy G. Anderson  
1700 Lakeside Square  
12377 Merit Drive  
Dallas, Texas 75251

Janet A. Steele  
1700 Lakeside Square  
12377 Merit Drive  
Dallas, Texas 75251

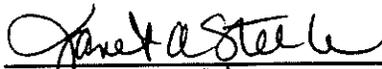
IN WITNESS WHEREOF, the initial directors and incorporators have set their hands as of the dates indicated below:

Initial Director:

Larry J. Cain  
1700 Lakeside Square  
12377 Merit Drive  
Dallas, Texas 75251



Sworn to on this 30th day of May, 1991, by the above-named incorporator.

  
\_\_\_\_\_  
Notary Public



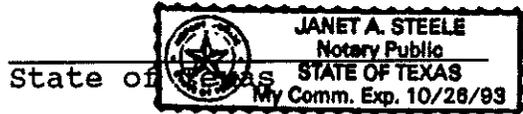
Seal and Commission expiration: \_\_\_\_\_

J. Michael Poss  
1700 Lakeside Square  
12377 Merit Drive  
Dallas, Texas 75251

J. Michael Poss

Sworn to on this 30th day of May, 1991, by the above-named incorporator.

Janet A Steele  
Notary Public



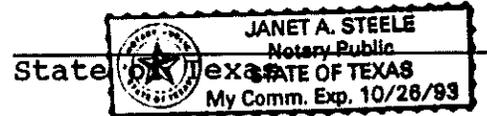
Seal and Commission expiration: \_\_\_\_\_

Phyllis A. Cavender  
1700 Lakeside Square  
12377 Merit Drive  
Dallas, Texas 75251

Phyllis A. Cavender

Sworn to on this 30th day of May, 1991, by the above-named incorporator.

Janet A Steele  
Notary Public



Seal and Commission expiration: \_\_\_\_\_

Darcy G. Anderson  
1700 Lakeside Square  
12377 Merit Drive  
Dallas, Texas 75251

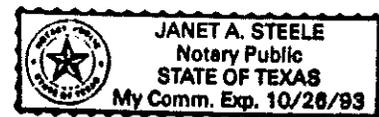
Darcy G. Anderson

Sworn to on this 30th day of May, 1991, by the above-named incorporator.

Janet A Steele  
Notary Public

State of Texas

Seal and Commission expiration: \_\_\_\_\_



Janet A. Steele  
1700 Lakeside Square  
12377 Merit Drive  
Dallas, Texas 75251

Janet A. Steele

Sworn to on this 30<sup>th</sup> day of May, 1991, by the above-named incorporator.

Mitzie K. Webb  
Notary Public

\_\_\_\_\_  
State of Texas

Seal and Commission expiration:



CERTIFICATE  
OF  
ATTORNEY GENERAL OF TEXAS

This is to certify that I have carefully examined the foregoing Articles of Incorporation of NATIONAL TOLLROAD AUTHORITY TEXAS 2, INC. Such examination reflects that the Articles of Incorporation are in accordance with Articles 1448, 1449, and 1452 of the Revised Civil Statutes of Texas, and the same are not in conflict with either the laws of the United States or of this State. This certification is attached to the Articles of Incorporation in accordance with Article 1450 of the Revised Civil Statutes of Texas.

Dan Morales  
ATTORNEY GENERAL OF TEXAS

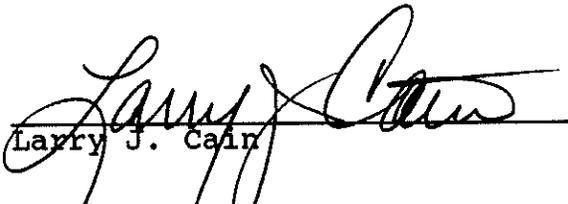
BY   
Name \_\_\_\_\_  
Title AG

**AFFIDAVIT OF DIRECTORS OF  
NATIONAL TOLLROAD AUTHORITY TEXAS 2, INC.**

The undersigned, representing all of the persons named as directors in the Articles of Incorporation of National Tollroad Authority Texas 2, Inc., personally appeared and after first being duly sworn according to law upon their oath deposed and said:

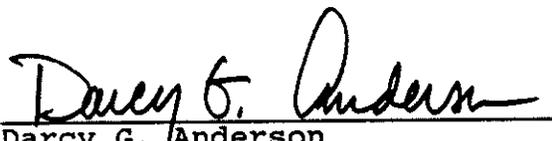
The entire amount of the capital stock of National Tollroad Authority Texas 2, Inc. has been in good faith subscribed, and fifty percent of the amount subscribed has actually been paid to the directors named in the Articles of Incorporation.

FURTHER AFFIANTS SAYETH NAUGHT.

  
Larry J. Cain

  
J. Michael Poss

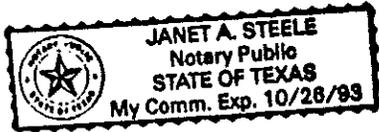
  
Phyllis A. Cavender

  
Darcy G. Anderson

  
Janet A. Steele

STATE OF TEXAS )  
 )  
COUNTY OF DALLAS )

SWORN AND SUBSCRIBED TO BEFORE ME by the said Larry J. Cain, on this the 30<sup>th</sup> day of May, 1991, to certify which witness my hand and seal of office.

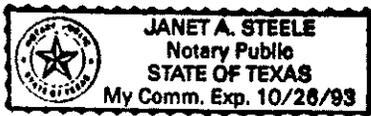


*Janet A. Steele*  
\_\_\_\_\_  
Notary Public, State of Texas

PERSONALIZED SEAL

STATE OF TEXAS )  
 )  
COUNTY OF DALLAS )

SWORN AND SUBSCRIBED TO BEFORE ME by the said J. Michael Poss, on this the 30<sup>th</sup> day of May, 1991, to certify which witness my hand and seal of office.

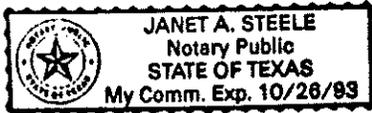


*Janet A. Steele*  
\_\_\_\_\_  
Notary Public, State of Texas

PERSONALIZED SEAL

STATE OF TEXAS )  
 )  
COUNTY OF DALLAS )

SWORN AND SUBSCRIBED TO BEFORE ME by the said Phyllis A. Cavender, on this the 30<sup>th</sup> day of May, 1991, to certify which witness my hand and seal of office.

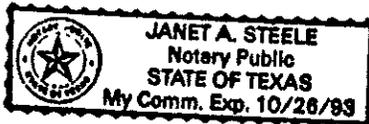


Janet A. Steele  
Notary Public, State of Texas

PERSONALIZED SEAL

STATE OF TEXAS )  
 )  
COUNTY OF DALLAS )

SWORN AND SUBSCRIBED TO BEFORE ME by the said Darcy G. Anderson, on this the 30<sup>th</sup> day of May, 1991, to certify which witness my hand and seal of office.



Janet A. Steele  
Notary Public, State of Texas

PERSONALIZED SEAL

STATE OF TEXAS )  
 )  
COUNTY OF DALLAS )

SWORN AND SUBSCRIBED TO BEFORE ME by the said Janet A. Steele, on this the 30<sup>th</sup> day of May, 1991, to certify which witness my hand and seal of office.



Mitzie K. Webb  
Notary Public, State of Texas

PERSONALIZED SEAL

**NATIONAL TOLLROAD AUTHORITY CORPORATION  
1700 Lakeside Square  
12377 Merit Drive  
Dallas, Texas 75251**

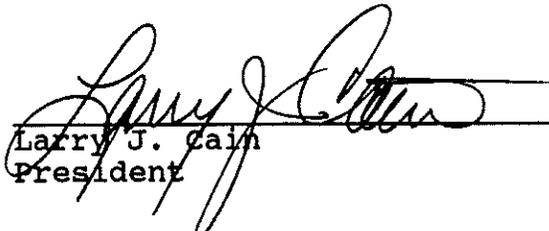
May 30, 1991

To Whom It May Concern:

National Tollroad Authority Corporation, a Delaware Corporation (the "Corporation") authorized to transact business in Texas, hereby consents to the use of the following names: National Tollroad Authority Texas I, Inc., National Tollroad Authority Texas 2, Inc., National Tollroad Authority Texas 3, Inc. and National Tollroad Authority Texas 4, Inc.

NATIONAL TOLLROAD AUTHORITY CORPORATION

By:

  
\_\_\_\_\_  
Larry J. Cain  
President



# The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

NATIONAL TOLLROAD AUTHORITY TEXAS 3, INC.  
CHARTER #1194785

The undersigned, as Secretary of State of the State of Texas, hereby certifies that Articles of Incorporation for the above corporation duly signed pursuant to the provisions of the Articles 1448 through 1465, Vernon's Revised Civil Statutes, have been filed in this office.

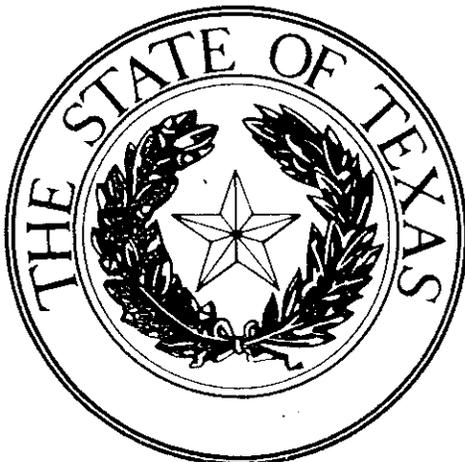
ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation and attaches hereto a copy of the Articles of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate 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.

*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this*

31st day of MAY, A.D. 1991

John Hannah Jr  
Secretary of State



# FULBRIGHT & JAWORSKI

600 CONGRESS AVENUE, SUITE 2400

AUSTIN, TEXAS 78701

HOUSTON  
WASHINGTON, D. C.  
AUSTIN  
SAN ANTONIO  
DALLAS  
LOS ANGELES  
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ZURICH  
HONG KONG

FULBRIGHT JAWORSKI &  
REAVIS McGRATH  
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TELEPHONE: 512/474-5201  
TELECOPIER: 512/320-4598

May 31, 1991

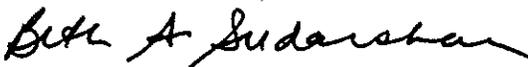
## HAND DELIVERY

Texas Secretary of State's Office  
Corporation Section  
1019 Brazos, Rm. 105  
Rudder Bldg.  
Austin, Texas 78701

Ladies and Gentlemen:

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Very truly yours,

  
Beth A. Sudarshan

BAS/sec

Enclosure

ARTICLES OF INCORPORATION

OF

NATIONAL TOLLROAD AUTHORITY TEXAS 3, INC MAY 3 1 1991

FILED  
In the Office of the  
Secretary of State of Texas

Corporations Section

ARTICLE ONE

The name of the corporation is NATIONAL TOLLROAD  
AUTHORITY TEXAS 3, INC.

ARTICLE TWO

The period of its duration is fifty (50) years from  
the date of incorporation, subject to renewal or extension in  
accordance with applicable law.

ARTICLE THREE

The purpose or purposes for which the corporation is  
organized is to exercise all authority vested in the  
corporation in Articles 1447 through 1465 Vernon's Revised  
Texas Civil Statutes (the "Enabling Statutes") and to construct  
and operate a toll road system in accordance with such Enabling  
Statutes. The corporation is also organized for the purpose or  
purposes of transacting any and all lawful business for which a  
corporation may be incorporated under the Texas Business  
Corporation Act.

ARTICLE FOUR

The corporation will construct, own and operate a toll  
road that will be a first-class, all-weather road of a width  
not exceeding that authorized by statute. The toll road will  
begin at Interstate 635 within a two-mile radius of its

intersection with State Highway 121. The toll road will extend generally in a northeasterly direction and end at U.S. 75 at a point south of the City of McKinney, Texas, all in Tarrant, Denton, and Collin Counties, Texas. The estimated length of the toll road is thirty (30) miles. In connection with the toll road, the corporation may construct bridges over rivers, streams and other navigable waters in Tarrant, Denton, and Collin Counties.

#### ARTICLE FIVE

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares, One Dollar (\$1.00) par value. All such shares shall be of one class and shall be designated as Common Stock.

#### ARTICLE SIX

The corporation will not commence business until it has received consideration of the value of One Thousand and No/100 Dollars (\$1,000.00), consisting of money, labor done or property actually received, for the issuance of its shares.

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The shareholders of the corporation shall not have a preemptive right to purchase, acquire or subscribe for any unissued, additional or treasury shares of stock of any class or bonds, notes, debentures or other securities convertible