

CERTIFICATE OF FORMATION
OF
TECHSHARE LGC

We, the undersigned natural persons, each of whom is at least eighteen (18) years of age or more, a resident and a qualified voter of the Texas counties of Collin, Dallas, Denton, Johnson, Midland, Potter, Tarrant, or Travis (collectively, the “Participant Local Governments” and individually a “Participant Local Government”), and a citizen of the State of Texas, acting as incorporators of a corporation under the provisions of Subchapter D, Chapter 431, Texas Transportation Code, and Chapter 394, Texas Local Government Code, do hereby adopt the following Certification of Formation for such Corporation:

ARTICLE I

Name, Nature, Purpose, and Duration

Section 1. Name. The name of this Corporation shall be TechShare LGC, which is referred to in these By-Laws as the Corporation.

Section 2. Nature. The Corporation is a public, non-profit local government corporation permitted by Subchapter D, Chapter 431, Texas Transportation Code and Chapter 394, Texas Local Government Code, and shall be a governmental unit within the meaning of Section 101.001, Texas Civil Practices and Remedies Code. The operations of the Corporation are governmental and not proprietary functions for all purposes, including for purposes of the Texas Tort Claims Act, Section 101.001, et seq., Texas Civil Practice and Remedies Code.

Section 3. Purpose. The purpose of the Corporation is to aid and act on behalf of its member local governments to realize efficiencies and economies of scale through collaboration in acquiring, developing, operating, and maintaining goods and services to serve the interests of those local governments and their respective citizens.

Section 4. Duration. The period of duration of the Corporation shall be perpetual.

ARTICLE II

Powers

In effectuating its purpose, the Corporation shall have all powers conferred by applicable law, specifically including, but not limited to, the following powers:

- a. To appoint an Executive Director and employ persons to carry out the purposes of the Corporation;
- b. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated, as the purposes of the Corporation shall require, or as shall be donated to it;
- c. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets; and
- d. To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property and income.

ARTICLE III

No Members or Shareholders

The Corporation shall have no members and shall have no stock.

ARTICLE IV

Board of Directors

Section 1. Authority. All powers of the Corporation shall be vested in a Board of Directors. The Board shall independently manage the Corporation in accordance with all applicable laws and documents, including this Certificate, the Bylaws, one or more Interlocal Agreements addressing projects of the Corporation, and such other documents agreed to by the Participant Local Governments and as the same may be amended from time to time.

Section 2. Number and Qualifications. The Board shall be composed of one director from each Participant Local Government. The governing body of each

Participant Local Government shall select their director by formal action. A director must be a member of the governing body of the Participant Local Government, and a person is automatically disqualified from serving as a director upon leaving office as a member of the governing body of the Participant Local Government for any reason. A Participant Local Government may change its director at any time by formal action of its governing body, and shall notify the Corporation in writing of such change. Directors serve until replaced by their respective Participant Local Governments, and directors may be removed at any time, with or without cause, by their respective Participant Local Governments.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the Corporation is 500 W. 13th Street, Austin, Texas 78701, and the name of its initial registered agent at such address is _____.

ARTICLE VI

Initial Directors

The names and mailing addresses of the initial Directors are:

NAME	MAILING ADDRESS
------	-----------------

ARTICLE VII

Incorporators

The names and mailing addresses of the incorporators, each of whom resides within one of the Participant Local Governments forming the Corporation are:

NAME	MAILING ADDRESS
------	-----------------