

WHEREAS, pursuant to the authority granted by Sections 53.35(b) and 53A.35(b), Texas Education Code, as amended (collectively referred to herein as the "Act"), the Dallas City Council desires to authorize the creation of a non-profit corporation (the "Corporation") to act on its behalf in financing and refinancing, under the Act, educational facilities, housing facilities and facilities incidental, subordinate or related thereto, including acquiring land, all for the purpose of aiding public schools and private schools under the Act; and

WHEREAS, the City Council hereby finds that the creation of the Corporation is in the best interest of the City and its citizens; and

WHEREAS, the Corporation may exercise the powers granted in the Act for such purposes as may be consistent with the Act; and

WHEREAS, this meeting is open to the public as required by law, and public notice of the time, place and purpose of this meeting was given as required by Chapter 551, Texas Government Code.

NOW, THEREFORE,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

Section 1. That the findings and declarations contained in the preambles of this Resolution are incorporated herein as part of this Resolution.

Section 2. That This City Council hereby approves the Certificate of Formation (the "Certificate") for the City of Dallas North Texas Education Finance Corporation in substantially the form attached hereto as **Exhibit "A"** and authorizes the filing of the Certificate with the Secretary of State of Texas in accordance with the Act provided, however, that the EFC shall neither pledge the faith and credit nor the taxing powers of the City of Dallas for the payment of principal and redemption premium of, if any, or interest on any bonds, notes or other obligations of the Corporation, and that the Board of Directors of the Corporation shall meet and file notice of each meeting in accordance with the requirements of Chapter 551, Texas Government Code (Open Meetings Act).

Section 3. That this City Council hereby appoints those persons named in the Certificate, each of whom on the date of his appointment is duly qualified in accordance with the Act, to serve as the initial members of the Board of Directors of the Corporation.

Section 4. That the Corporation is authorized to finance the projects described in the preambles hereof through the issuance of one or more series or issues of revenue bonds, notes or other obligations that are payable solely from revenues to be received by or on behalf of the Corporation pursuant to agreements between the Corporation and educational institutions or amounts to be received from persons acting on behalf of such educational entities, with the City having no obligation to pay the Corporation or any other person, including, specifically, the holders of such obligations, any amounts with respect to such obligations. Such obligations shall never constitute a debt or pledge of the faith and credit of the taxing power of the City. The City's expenses related to administrative, legal and financial fees shall be reimbursed by Uplift Education.

Section 5. That it is intended that the Corporation be a duly constituted authority and instrumentality of the City, with the power to act on its behalf and to accomplish the public purposes of the State within the meaning of regulations and revenue rulings of the Treasury Department of the Internal Revenue Service of the United States promulgated under Sections 103 and 115 of the Internal Revenue Code of 1986, as amended (the "Code").

Section 6. That this City Council hereby approves the initial Bylaws for the Corporation in substantially the form and substance attached hereto as **Exhibit "B"**.

Section 7. That this resolution shall take effect immediately from and after its adoption.

Section 8. That it is the intention of the City Council that this resolution and every provision or portion hereof be considered severable, and that no portion or provision hereof shall become inoperative or fail by any reason of unconstitutionality or invalidity of any such portion or provision. If an provision, section, subsection, sentence, clause, or phrase of this resolution, or the application of same to any person or set of circumstances for any reason whatsoever is held to be unconstitutional, void, or invalid or for any reason unenforceable, then the validity of the remaining portions of this resolution or the application thereof shall remain in full force and effect.

Section 9. That all resolutions or ordinances, or parts thereof respectively, in conflict herewith are hereby repealed only to the extent that same are inconsistent or in conflict herewith.

Section 10. That the City Secretary of the City of Dallas is hereby authorized and directed to publish the caption of this resolution in the manner and for the length of time prescribed by law.

February 22, 2012

Section 11. That upon the publication of notice and the holding of a public hearing, the mayor of the City of Dallas is authorized to execute and deliver a certificate approving the bonds to be issued for the benefit of Uplift Education, a Texas non-profit corporation and the facilities to be financed with proceeds of such bonds for the purpose of satisfying the requirements of Section 147(f) of the Code.

Section 12. That the City Manager is hereby authorized to approve, subsequent to the date of the adoption of this resolution, any technical amendments to the Certificate of Formation as required by the Texas Secretary of State in connection with the filing of the Certificate of Formation.

Section 13. That the City Council hereby finds and declares that written notice of the date, hour, place, and subject of the meeting at which this resolution was adopted was posted and that such meeting was open to the public as required by law at all times during which this resolution and the subject matter hereof were discussed, considered and formally acted upon, all as required by the Open Meetings Act, Chapter 551, Texas Government Code, as amended.

Section 14. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

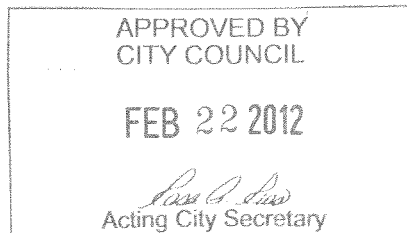


EXHIBIT A

**CERTIFICATE OF FORMATION
OF
~~CITY OF DALLAS~~ NORTH TEXAS EDUCATION FINANCE
CORPORATION**

I, the undersigned natural person over the age of 18, acting as an incorporator, adopt the following Certificate of Formation of ~~City of Dallas~~ North Texas Education Finance Corporation:

ARTICLE 1: NAME

The name of the Corporation is "~~City of Dallas~~ North Texas Education Finance Corporation."

ARTICLE 2: NONPROFIT CORPORATION

The Corporation is a nonprofit corporation governed by Section 53.35(b) and 53A.35(b) of the Texas Education Code and the Texas Nonprofit Corporation Law. When it dissolves, all of its assets will be distributed to the City of Dallas, Texas (the "*City*").

ARTICLE 3: DURATION

The Corporation will continue in perpetuity.

ARTICLE 4: PURPOSES

The purpose for organizing the Corporation is to provide an instrumentality to exercise the powers granted to an entity having the powers set forth under Chapter 53 and 53A, Texas Education Code, and particularly, Section 53.35(b) and 53A.35(b) of the Texas Education Code (collectively, the "*Act*"). The specific purposes for which the Corporation is organized and may issue bonds on behalf of the City are any purposes permitted by the Act including, but not limited to, the financing or refinancing of "educational facilities" or "housing facilities" (as such terms are defined in the Act) and facilities which are incidental, subordinate, or related thereto or appropriate in connection therewith located in the State of Texas in accordance with and subject to the provisions of the Act, and to be done for or on behalf of the City. The Corporation is a duly constituted authority and a public instrumentality within the meaning of the regulations of the United States Department of the Treasury and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to Section 103 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the City as provided in this Certificate of Formation. However, the Corporation is not a political subdivision or political corporation of the State of Texas within the meaning of its constitution and laws, including without limitation, Article III, Section 52 of said constitution, and no agreements, bonds, debts or obligations of the Corporation are or shall ever be deemed to be the agreements, bonds, debts or obligations, or the lending of credit, or a grant of public money or thing of value, of or by the

City, or any other political corporation, subdivision or agency of the State of Texas, or a pledge of the faith and credit of any of them. As of the date of this Certificate of Formation, the term "housing facility" means a single- or multi-family residence used exclusively for housing or boarding, or housing and boarding students, faculty, or staff members of an institution of higher learning. The term includes infirmary and student union building, but does not include a housing or boarding facility for the use of a fraternity, sorority, or private club.

ARTICLE 5: POWERS

Except as this Certificate of Formation otherwise provides, the Corporation has all the powers of a nonprofit corporation provided in the Texas Business Organizations Code. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reimburse directors for expenses incurred in rendering services to or for the Corporation, but are not otherwise entitled to compensation for services. The Corporation may not issue bonds, notes or other obligations without receiving the prior approval of the City Council.

ARTICLE 6: RESTRICTION AND REQUIREMENTS

Regardless of any other provision of this Certificate of Formation or the laws of the State of Texas, the Corporation shall not:

- (1) Permit any part of the net earnings of the Corporation to inure to the benefits of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation affecting one or more of its purposes);
- (2) Carry on propaganda, or otherwise attempt to influence legislation;
- (3) Participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; or,
- (4) Attempt to influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drives.

If the Corporation is a private foundation within the meaning of Section 509(a) of the Code, the Corporation:

- (1) 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 Code;
- (2) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (3) Shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(4) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and,

(5) Shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE 7: MEMBERSHIP

The Corporation will have no members.

ARTICLE 8: INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 1500 Marilla St., Room 4DN, Dallas, Texas 75201. The name of the initial registered agent at this office is Jeanne Chipperfield.

ARTICLE 9: MANAGING BODY OF CORPORATION

The management of the Corporation is vested in its Board of Directors and such committees of the board that the board may, from time-to-time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. The directors shall be appointed by the governing body of the City of Dallas, Texas, and subject to removal by the governing body of the City of Dallas. The initial Board will consist of seven persons. The initial Board will consist of the following persons at the following addresses:

Tricia Dzina
9212 Mill Hollow
Dallas, TX 75243

Greg Johnson
9227 Club Glen
Dallas, TX 75243

Grady Jordon, Jr.
13760 Noel Rd., Suite 1100
Dallas, TX 75240

Catherine Manning
2907 Magnolia Hill Court
Dallas, TX 75201

Mitch Paradise
6264 Martel Ave
Dallas, TX 75214

David Ray
510 S. Cesar Chavez, #5304
Dallas, TX 75201

Gary Scott
5440 Del Roy Drive
Dallas, TX 75229

The number of directors may be increased or decreased by amending this Certificate of Formation. The number of directors may not be decreased to fewer than seven, nor increased to more than eleven. Directors shall serve until the successors are appointed. Each director, including the initial directors, shall be eligible for reappointment. Directors are removable by the governing body of the City of Dallas, Texas for cause or at will, and must be appointed for a term of two years. No officer or employee of the City is eligible for appointment as a director.

Any vacancy occurring on the board of directors through death, resignation or otherwise shall be filled by designation by the City Manager and appointment by the governing body of the City of Dallas, Texas. To be eligible to serve as a Director, a person must be a resident of the City and at least eighteen (18) years of age. No Director may serve for more than six consecutive years.

ARTICLE 10: LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act of omission on the director's capacity as director except as otherwise provided by a Texas statute.

ARTICLE 11: INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions of the Texas Business Organizations Code governing indemnification. As the bylaws provide, the Board may define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

ARTICLE 12: AMENDMENT

This Certificate of Formation may at any time and from time to time be amended as provided in the Act if the City Council of the City by appropriate resolution finds and determines that such amendment is advisable and authorizes or directs that such amendment be made.

ARTICLE 13: CONSTRUCTION

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time. As used herein, references to the "Internal Revenue Code of 1986" and the "Code" include corresponding provisions of any subsequent federal tax law.

ARTICLE 14: APPROVAL BY CITY

The City has specifically authorized the Corporation by Ordinance to act on its behalf to further the public purposes stated in said Ordinance and this Certificate of Formation, and the City has by said Ordinance approved this Certificate of Formation. A copy of said Ordinance is attached to this Certificate of Formation and made a part hereof for all purposes.

ARTICLE 15: ORGANIZERS

The name and street address of each organizer are:

<u>NAME</u>	<u>ADDRESS</u>
Yasmin Bhatia	1750 Viceroy Dr. Dallas, TX 75235
William J. Mays	1750 Viceroy Dr. Dallas, TX 75235
Rosemary Perlmeter	1750 Viceroy Dr. Dallas, TX 75235

IN WITNESS WHEREOF, this Certificate of Formation has been executed on _____, 2012 by the undersigned.

ORGANIZERS:

Yasmin Bhatia

William J. Mays

Rosemary Perlmeter

STATE OF TEXAS §

120575

COUNTY OF DALLAS §

I, the undersigned, a Notary Public in and for the above State, do hereby certify that on this ____ day of _____, 2012, personally appeared Yasmin Bhatia, William J. Mays and Rosemary Perlmeter, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing documents as organizers, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.

Notary Public, State of Texas

[SEAL]

EXHIBIT B**BYLAWS****OF****CITY OF DALLAS NORTH TEXAS EDUCATION FINANCE
CORPORATION****ARTICLE I****POWERS AND PURPOSES**

Section 1.1. Financing of Projects. In order to implement the purposes for which the ~~City of Dallas North Texas~~ Education Finance Corporation (the "*Corporation*") was formed, as set forth in the Certificate of Formation, the Corporation may issue obligations to finance all or part of the cost of one or more projects pursuant to the provisions of the Section 53.35(b) and 53A.35(b), Texas Education Code, as amended (the "*Act*").

Section 1.2. Use of Obligation Proceeds. The proceeds of any notes, bonds, or other obligations of the Corporation shall be used solely for secular purposes.

Section 1.3. No Faith and Credit of the City of Dallas. Neither the faith and credit nor the taxing powers of the City of Dallas (the "*City*") shall be pledged for the payment of principal and redemption premium of, if any, or interest on such bonds, notes or other obligations of the Corporation.

Section 1.4. Books and Records; Approval of Programs and Financing Statements. The Corporation shall keep correct minutes of the proceedings of its board of directors (the "*Board of Directors*") and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any director or his agent or attorney for proper purpose at any reasonable time; and at all times the governing body of the City will have access to the books and records of the Corporation. The governing body of the City shall be entitled to review and to revise the financial affairs, programs, and activities of the Corporation at any time and from time to time, and the City shall have all other rights reserved to it in the Certificate of Formation of the Corporation.

Section 1.5. Nonprofit Corporation. The Corporation shall be a nonprofit corporation, and no part of its net earnings remaining after payment of if its expenses, bonds, or other obligations shall ever inure to the benefit of any individual, firm or corporation, except that in the event sufficient provision has been made for the full payment of the expenses, bonds, and other obligations of the Corporation, then any net earnings of the Corporation thereafter accruing shall be paid to the City.

Section 1.6. Effects of Certificate of Formation and Ordinance. The affairs of the Corporation shall at all times be conducted in a manner subject to and in compliance with the provisions and requirements of the Certificate of Formation of the Corporation and the Ordinance of the City ordering its creation.

Section 1.7. Closing Fees. Upon the closing of any financing by the Corporation, the applicant shall pay a closing fee in an amount determined by the Corporation, which fee may be waived by the Board of Directors.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. Powers, Number and Term of Office. The property and affairs of the Corporation shall be managed and controlled by the Board of Directors, and subject to the restrictions imposed by law, the Certificate of Formation, and these Bylaws, the Board of Directors shall exercise all of the powers of the Corporation.

The Board of Directors shall consist of not less than seven nor more than eleven directors, each of whom shall be appointed by the governing body of the City.

The directors constituting the first Board of Directors shall be those directors named in the Certificate of Formation, each of whom, as well as any subsequent directors, shall serve for a term of two years. Each director shall serve until his or her successor is appointed by the governing body of the City up to a maximum of six years. No officer or employee of the City is eligible for appointment as a director.

Any director may be removed from office at any time, with or without cause, by the governing body of the City of Dallas, Texas. All vacancies, from whatever cause, shall be designated by the City Manager and appointed by the governing body of the City of Dallas, Texas.

Section 2.2. Meetings of Directors. The Corporation is subject to the Texas Open Meetings Act, Chapter 551, Texas Government Code. The Board of Directors may hold its meetings at any place which the Board of Directors may from time to time designate.

Section 2.3. Annual Meetings. The annual meeting of the Board of Directors shall be held at the principal office of the Corporation on the second Tuesday of October of each year, if not a legal holiday, and if a legal holiday, then at the next secular day following, at noon, or a such time and place as shall be fixed by the consent in writing of all of the directors. All other meetings may be held at the place selected by the Board within the boundaries of the City.

Section 2.4. Regular Meetings. Regular meetings of the Board of Directors shall be held without necessity of notice at such times and places as shall be designated, from time to time, by resolution of the Board of Directors.

Section 2.5. Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by the president, by the secretary, by a majority of the directors at the time in office or upon advice or request by the governing body of the City.

The Corporation shall give notice to each director of each Special Meeting in person, or by mail, telephone, or telegraph, at least two hours before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a Special Meeting. At any meeting at which every director shall be present, even though without any notice to the directors, any matter pertaining to the purpose of the Corporation may be considered and acted upon.

Section 2.6. Quorum. A majority of the directors fixed by these Bylaws shall constitute a quorum for the consideration of matters pertaining to the purposes of the Corporation. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, unless the act of a greater number is required by law.

Section 2.7. Conduct of Business. At the meetings of the Board of Directors, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board of Directors may determine.

At all meetings of the Board of Directors, the president shall preside, and in the absence of the president, the vice president shall exercise the powers of the president.

The secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the secretary, the presiding officer, subject to the first paragraph of Section 3.1, may appoint any person to act as secretary of the meeting.

Section 2.8. Compensation of Directors. Directors shall not receive any salary or compensation for their services, except that they may be reimbursed for their actual expenses incurred in performing such services.

ARTICLE III

OFFICERS

Section 3.1. Titles and Term of Office. The officers of the Corporation shall be a president, a vice president, a secretary and a treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. In the absence of the secretary, any officer other than the president may act in the secretary's place. Terms of the officers shall not exceed two years. Officers shall serve until their successor is appointed.

All officers shall be subject to removal from office with or without cause, at any time by a vote of a majority of the entire Board of Directors.

A vacancy in the office of any officers shall be filled by a vote of a majority of the Directors.

Section 3.2. Powers and Duties of the President. The president shall be the chief executive officer of the Corporation, and subject to the Board of Directors, the president shall be in general charge of the properties and affairs of the Corporation; the president shall preside at all meetings of the Board of Directors; in furtherance of the purposes of the Corporation, the president may sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgage notes, and other instruments in the name of the Corporation.

Section 3.3. Vice President. The vice president shall have such powers and duties as may be assigned by the Board of Directors and shall exercise the powers of the president during that officer's absence or inability to act. Any action taken by the vice president in the performance of the duties of the president shall be conclusive evidence of the absence or inability of the president to act at the time such action was taken.

Section 3.4. Treasurer. The treasurer shall have custody of all the funds and securities of the Corporation which come into his or her hands. When necessary or proper, he may endorse, on behalf of the Corporation, for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors; he may sign all receipts and vouchers for payment made to the Corporation; either alone or jointly with such other officer as is designated by the Board of Directors; whenever required by the Board of Directors, he shall render a statement of the cash account; he shall enter or cause to be entered regularly in the books of the Corporation to be kept by him for that purpose full and accurate amounts of all money received and paid out on account of the Corporation; the treasurer shall perform all acts incident to the position of treasurer subject to the control of the Board of Directors, he shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties in such form as the Board of Directors may require.

Section 3.5. Secretary. The secretary shall keep the minutes of all meetings of the Board of Directors in the books provided for that purpose; he shall attend to the giving and servicing of all notices; in furtherance of the name of the Corporation; and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation; he shall have charge of the corporate books, records, and securities of the Corporation except those of which the treasurer shall have custody and charge pursuant to the preceding Section 3.4, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to inspection upon application at the office of the Corporation during business hours, and he shall in general perform all duties incident to the office of secretary subject to the control of the Board of Directors.

Section 3.6. Compensation. Officers as such shall not receive any salary or compensation for their services, except that they may be reimbursed for their actual expenses incurred in performing such services.

ARTICLE IV

PROVISION REGARDING CERTIFICATE OF FORMATION AND BYLAWS

Section 4.1. Effective Date. These Bylaws shall become effective only upon the occurrence of the following events:

- (1) the approval of these Bylaws by the governing body of the City; and
- (2) the adoption of these Bylaws by the Board of Directors.

Section 4.2. Amendments to Certificate of Formation and Bylaws. The Certificate of Formation may at any time and from time to time be amended by the methods prescribed therein.

These Bylaws may be amended at any time and from time to time by majority vote of the Board of Directors with approval of the governing body of the City.

ARTICLE V

GENERAL PROVISIONS

Section 5.1. Principal Office. The principal office of the Corporation shall be located at 1500 Marilla Street, Room 4DN, Dallas, Texas 75201.

Section 5.2. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors.

Section 5.3. Seal. The seal of the Corporation shall be as determined by the Board of Directors.

Section 5.4. Resignations. Any director or officer may resign at any time. Such resignations shall be made in writing directed to the City Manager and the president of the Corporation. A resignation shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the City Manager and the president. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.