

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

AUSTIN-BERGSTROM LANDHOST ENTERPRISES, INC.

This Corporation's original Articles of Incorporation were filed with the Secretary of State of the State of Texas on December 10, 1998 (the "Original Articles").

These Amended and Restated Articles of Incorporation (these "Articles of Incorporation") were duly adopted in accordance with Chapter 303 of the Local Government Code of the State of Texas.

These Articles of Incorporation amend certain provisions of Article II Sections 1, 3 and 4, Article III and Article IV of the Original Articles.

These Articles of Incorporation accurately copy the Articles of Incorporation of this Corporation and all previous amendments in effect on the date of the filing of these Articles of Incorporation, as further amended by these Articles of Incorporation, and these Articles of Incorporation do not contain any other change.

These Articles of Incorporation were authorized by the sponsor's governing body.

The text of the Original Articles is hereby amended and restated in its entirety to read as set forth herein.

I.

The name of this Corporation is Austin-Bergstrom Landhost Enterprises, Inc.

II.

1. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The Corporation has no members and is a nonstock corporation. It is organized under Local Government Code Chapter 303, as amended (the "Act") for public purposes. The sponsor of the Corporation is the City of Austin, Texas, 124 W. Eighth Street, Austin, Texas 78701. The City of Austin, Texas, has specifically authorized the Corporation to act on its behalf to further the public purpose set forth in these Articles of Incorporation, and the City Council of the City of Austin, Texas, has duly approved these Articles of Incorporation.

2. The specific and primary purposes of this Corporation are:

(a) To render financial or other assistance to the City of Austin, Texas, or any successor public entity or assignee public entity which succeeds to the functions of the City of Austin, Texas (collectively herein referred to as the "Political Subdivision"), by financing, acquiring, constructing, improving, remodeling, leasing and selling buildings,

building improvements, fixtures, equipment, facilities, improvements for electrical, water, sewer, parking, site development, furnishings, improvements, transportation, communications and any other public purposes, and any other real or personal property for the benefit of the Political Subdivision which constitute “public facilities” as defined by the Act.

(b) To acquire by lease, purchase, installment purchase, or otherwise real or personal property which constitute “public facilities” as defined by the Act, or any interest therein, to enter into contracts for services or for other purposes; to construct, reconstruct, modify, add to, and to improve or otherwise acquire or equip buildings, structures or improvements which constitute “public facilities” as defined by the Act, and (by sale, installment sale, lease, sublease, leaseback, gift or otherwise) make any part or all of any such real or personal property, or improvements, available to or for the benefit of the public or the Political Subdivision.

(c) To promote the common good and general welfare of the Political Subdivision area and the inhabitants thereof by providing the real and personal property as hereinabove described.

(d) To borrow the necessary funds to pay the cost of financing, refinancing acquiring, constructing, replacing, establishing, improving, maintaining, equipping and operating such real and personal properties, facilities and improvements for the herein described purposes, the indebtedness for which borrowed money may, but need not, be evidenced by securities of the Corporation of any kind or character issued at any one or more times, which may be either unsecured or secured by any mortgage, trust, deed, pledge, encumbrance or other lien upon any part or all of the properties and assets at any time then or thereafter owned or acquired by this Corporation.

(e) To conduct its business and affairs so that the Political Subdivision will have a beneficial interest in the Corporation.

(f) To receive limited or conditional gifts or grants in trust, inter vivos, or by way of testamentary devises, bequests or grants in trust, or otherwise, funds of all kinds including property, both real and personal, and mixed, whether principal or income, tangible or intangible, present or future, vested or contingent, in order to carry on the purposes of the Corporation.

Subject to the provisions of Article IV of these Articles of Incorporation, the specific purpose of the Corporation is to finance the acquisition, construction and equipping of, and provide for the operation of, a hotel to be located at Austin-Bergstrom International Airport and other lodging facilities, and to do all things necessary or convenient to the provision of such hotel and other lodging facilities, their economic and beneficial financing, use and maintenance in the State of Texas in order to promote the health, safety and general welfare of the residents of the State, to increase their commerce and industry, to promote their economic development and to advance the efficiency of the citizens of the State and surrounding areas. Specific objectives of the Corporation include the financing of a hotel to be located at Austin-Bergstrom International Airport and other lodging facilities through the sale of revenue indebtedness of the Corporation (“Project Debt”)

which Project Debt shall not constitute an indebtedness of nor a charge against the full faith, credit or taxing powers of the State or any of its agencies (including, without limitation, the Political Subdivision) or any other political subdivision of the State. Upon the retirement or defeasance of any Project Debt issued by the Corporation, all property provided by such Project Debt, and any additions thereto, will be conveyed by the Corporation to the Political Subdivision for a public purpose or upon the direction of the Political Subdivision, to another agency or political subdivision of the State for a public purpose.

3. The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall be no fewer than three (3) and no more than five (5). Each director shall be appointed by the Governing Board. At the election of the majority of the Board of Directors and with appointment by the Governing Board, the Board of Directors may be increased to consist up to seven (7) directors, without the necessity of amendment to these Articles of Incorporation. The names and addresses of the current Board of Directors as approved by the Governing Board are:

- (a) Angelo (“Ange”) A. DeCaro, Jr., c/o Quadrus Consulting, 13407 Country Trail Lane, Austin, Texas 78732.
- (b) Anthony M. Garcia, PE, Project Manager, Planning & Development, City of Austin, Department of Aviation, 3600 Presidential Blvd., Suite 411, Austin, Texas 78719.
- (c) Mukesh Patel, Airport Chief Officer – Business and Finance, Austin Bergstrom International Airport, 3600 Presidential Blvd., Suite 411, Austin, Texas 78719.
- (d) Tracy Thompson, Esq., Airport Chief Officer – Administrative & External Affairs, Austin Bergstrom International Airport, 3600 Presidential Blvd., Suite 411, Austin, Texas 78719.
- (e) Leslie Conant Thorne, c/o Haynes & Boone, 600 Congress Avenue, Suite 1300, Austin, Texas 78701.

Notwithstanding anything herein to the contrary, the City Council of the Political Subdivision (the “Governing Board”) has the power to remove any director for cause or without cause, and to appoint a successor for the remainder of the removed director's term. No amendment shall be made to the provisions of this paragraph without the approval of the Governing Board.

4. In addition to the foregoing, the Corporation shall have, and shall be entitled to exercise, all the powers of every kind lawfully available to a nonprofit public benefit corporation organized under the laws of the State of Texas; provided, however, that the Corporation shall not have the power to, and shall not, do any act or conduct any activity, plan, scheme, design or course of conduct which in any way conflicts with Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, as amended, and regulations promulgated pursuant to such sections as they now exist or as they may hereafter be amended.

III.

The name of the Corporation's current registered agent and the address in the State of Texas of this Corporation's current registered office for service of process is:

Gregory S. Milligan, 401 Congress Avenue, Suite 1540, Austin, Texas 78701.

IV.

The Corporation is not a corporation organized for profit. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, employees, agents or other private shareholders or persons except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make reasonable payments in furtherance of its charitable purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code. Upon the dissolution of the Corporation, all of the Corporation's assets shall be distributed (1) to the Political Subdivision or its successor for a public purpose or (2) at the direction of the Political Subdivision, to another agency or political subdivision of the State of Texas for a public purpose or (3) at the direction of the Political Subdivision for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. The provisions of this Article IV shall supersede any contrary provisions of these Articles of Incorporation.

V.

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, employee or member thereof or to the benefit of any private person.

VI.

The duration of the Corporation shall be perpetual.

VII.

These Articles of Incorporation may be amended only with the written approval of the Governing Board.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, has executed these Amended and Restated Articles of Incorporation, this ____ day of _____, _____.

I hereby declare that I am the person who executed the foregoing Amended and Restated Articles of Incorporation, which execution is my act and deed.

STATE OF TEXAS)
)
COUNTY OF TRAVIS)

BEFORE ME THE UNDERSIGNED AUTHORITY on this ____ day of _____, personally appeared _____, who, being by me duly sworn, declared that they are the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as of the date hereinabove written.

(SEAL)

Notary Public in and for the State of Texas