

**RESOLUTION NO. 20221013-AHFC002**

**WHEREAS**, the City of Austin created the Austin Housing Finance Corporation (AHFC) in accordance with Chapter 394 of the Texas Local Government Code for the public purpose and function, among others, of providing a means to finance the cost of residential developments that will provide decent, safe, and sanitary housing at affordable prices for residents of the City of Austin; and

**WHEREAS**, pursuant to Resolution No. 20201210-AHFC005 adopted on December 10, 2020, the Board of Directors authorized the creation of AHFC Libertad Non-Profit Corporation (Non-Profit Corporation) to act as general partner of a limited partnership, or managing member of a limited liability company, (Owner) that will construct and operate an affordable multifamily rental development of approximately 137 units to be known as Libertad Apartments located at 900 Gardner Road, Austin, Texas 78721; and

**WHEREAS**, the size of the Libertad Apartments development has been increased from approximately 137 units to approximately 198 units; and

**WHEREAS**, the Board of Directors desires to authorize and approve the Non-Profit Corporation to act as general partner, or managing member, of Owner for the larger development; **NOW, THEREFORE**,


**BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE AUSTIN HOUSING FINANCE CORPORATION:**

Section 1. That the Non-Profit Corporation is authorized to act as general partner, or managing member, of Owner that will construct and operate an affordable multifamily rental development of approximately 198 units to be known as Libertad Apartments located at or near 900 Gardner Road, Austin, Texas 78721.

Section 2. The Board of Directors approves the Certificate of Amendment of the Non-Profit Corporation in substantially the form attached as Exhibit A and authorizes the incorporator of the Non-Profit Corporation to file such Certificate of Amendment with the Secretary of State of the State of Texas in the manner provided by law.

Section 3. The Board of Directors approves the First Amendment to the By-Laws of the Non-Profit Corporation in substantially the form attached as Exhibit B and authorizes the President of the Non-Profit Corporation to execute and file them in the corporate records in the manner provided by law.

Section 4. This Resolution takes effect immediately upon its passage and approval by the Board of Directors.

**ADOPTED:** October 13, 2022 **ATTEST:**   
Myrna Rios  
Secretary

**Form 424  
(Revised 05/11)**

Submit in duplicate to:  
 Secretary of State  
 P.O. Box 13697  
 Austin, TX 78711-3697  
 512 463-5555  
 FAX: 512/463-5709  
**Filing Fee: See instructions**



This space reserved for office use.

**Certificate of Amendment****Entity Information**

The name of the filing entity is:

AHFC LIBERTAD NON-PROFIT CORPORATION

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- |   |   |
|---|---|
| <input type="checkbox"/> For-profit Corporation           | <input type="checkbox"/> Professional Corporation               |
| <input checked="" type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association          | <input type="checkbox"/> Professional Association               |
| <input type="checkbox"/> Limited Liability Company        | <input type="checkbox"/> Limited Partnership                    |

The file number issued to the filing entity by the secretary of state is: 803870350

The date of formation of the entity is: 12/18/2020

**Amendments****1. Amended Name**

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

**2. Amended Registered Agent/Registered Office**

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

Registered Agent  
(Complete either A or B, but not both. Also complete C.)

☐ A. The registered agent is an organization (cannot be entity named above) by the name of:

**OR**

☐ B. The registered agent is an individual resident of the state whose name is:

First Name	M.I.	Last Name	Suffix
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The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

C. The business address of the registered agent and the registered office address is:

Street Address (No P.O. Box)	City	State	Zip Code
		TX	

### 3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

☐ **Add** each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

☒ **Alter** each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

Article 5 - Purpose is amended by altering the sixth paragraph thereof as follows:

The Limited Partnership that the nonprofit corporation is being formed to act as the general partner of is a limited partnership that will develop, finance, construct and operate a multifamily development of approximately 198 rental units in Austin, Travis County, Texas. All units will be reserved for households with yearly household incomes at or below 60% of the City of Austin's Median Family Income (MFI), including (i) 30 units for households with yearly household incomes at or below 30% MFI, (ii) 15 units for households with yearly household incomes at or below 40% MFI, (iii) 41 units for households with yearly household incomes at or below 50% MFI and (iv) 112 units affordable to households with incomes at or below 60% MFI.



☐ **Delete** each of the provisions identified below from the certificate of formation.

### Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

### Effectiveness of Filing (Select either A, B, or C.)

A. ☒ This document becomes effective when the document is filed by the secretary of state.

B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_

C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

### Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: \_\_\_\_\_

By: \_\_\_\_\_

\_\_\_\_\_  
Signature of authorized person

Rosie Truelove

\_\_\_\_\_  
Printed or typed name of authorized person (see instructions)

**FIRST AMENDMENT TO BY-LAWS OF THE  
AHFC LIBERTAD NON-PROFIT CORPORATION**

This First Amendment to By-Laws of the AHFC Libertad Non-Profit Corporation (First Amendment to By-Laws) is made and entered into as of the \_\_\_\_ day of \_\_\_\_\_, 2022 (the "Effective Date").

**RECITALS**

WHEREAS, the Board of Directors of AHFC Libertad Non-Profit Corporation (Corporation) approved the original By-Laws of the Corporation (Original By-Laws) after the approval by Austin Housing Finance Corporation (AHFC) of the form of such By-Laws in Resolution No. 20201210-AHFC005 adopted on December 10, 2021, and

WHEREAS, the size of the Libertad Apartments (to be located at 900 Gardner Road, Austin, Texas 78721) has increased from approximately 137 units to approximately 198 units, and the AHFC Board of Directors has authorized and approved the Corporation to act as general partner of the limited partnership (Limited Partnership) that will own the larger development by Resolution No. 2022\_\_\_\_-AHFC\_\_ adopted on \_\_\_\_\_, 2022.

NOW, THEREFORE, the Board of Directors has determined to approve the following amendments to the Original By-Laws:

**AMENDMENTS TO ORIGINAL BY-LAWS**

1. **Amendment to Article 2, Section 1.** Article 2, Section 1, clause (ii) of the Original By-Laws is deleted and replaced with the following new clause (ii):

“(ii) fostering affordable housing in Austin, Travis County, Texas, by causing approximately 198 rental housing units, located at or near 900 Gardner Road, Austin, Texas, to be known as Libertad Apartments, to be constructed and occupied by persons and families with incomes that do not exceed the allowable amounts stated in the Certificate of Formation of the Corporation, the Land Use Restriction Agreement between the Limited Partnership and the Texas Department of Housing and Community Affairs, and other agreements of the Limited Partnership which restrict tenant incomes and/or rents;”

2. **No Other Changes.** Except as expressly modified by this First Amendment, the Original By-Laws remain in full force and effect. Following execution of this First Amendment, any reference in the Original By-Laws to “By-Laws” shall mean the Original By-Laws as amended by this First Amendment.

THIS FIRST AMENDMENT TO BY-LAWS ADOPTED this \_\_\_\_ day of \_\_\_\_\_ 2022.

**AHFC LIBERTAD NON-PROFIT CORPORATION**

By: \_\_\_\_\_  
Name: J. RODNEY GONZALES  
Title: President

**ATTEST:**

\_\_\_\_\_  
Name: ROSIE TRUELOVE  
Title: Vice President