

City of Houston, Texas Resolution No. 2023-   1  

**A RESOLUTION CONSENTING TO THE FOURTH AMENDMENT OF THE CERTIFICATE OF FORMATION OF HOUSTON FORENSIC SCIENCE CENTER, INC., A LOCAL GOVERNMENT CORPORATION; CONTAINING FINDINGS AND OTHER PROVISIONS RELATING TO THE FOREGOING SUBJECT.**

\* \* \* \* \*

**WHEREAS**, Chapter 431, Texas Transportation Code, authorizes the creation of a local government corporation to aid and act on behalf of a local government to accomplish any governmental purpose of the local government; and

**WHEREAS**, on June 6, 2012, the City Council of the City of Houston, Texas (the "City") passed Resolution No. 2012-17, thereby authorizing the creation of Houston Forensic Science LGC, Inc., (the "Corporation"), a local government corporation, and memorializing City Council's finding that the creation of the Corporation to operate an independent center providing the City accurate and timely analysis of forensic evidence and related services will accomplish an important governmental purpose, namely, to enhance the welfare and safety of the public; and

**WHEREAS**, Resolution No. 2012-17 approved the form of the Corporation's Certificate of Formation (the "Certificate"); and

**WHEREAS**, Article XIV of the Corporation's Certificate states that the Certificate "...may not be amended without the prior consent of the City Council, as evidenced by a resolution approved by a majority vote"; and

**WHEREAS**, on November 18, 2022, the Corporation's Board of Directors unanimously adopted Resolution No. 2022-002 (a copy of which is attached hereto as Exhibit "1" and incorporated herein for all purposes), approving a fourth amendment of the Corporation's Certificate for the reasons stated therein; and

**WHEREAS**, City Council desires to consent to the amendment of the Corporation's Certificate, but only to the extent approved by the Corporation's Board of Directors in its Resolution No. 2022-002; **NOW, THEREFORE**;

**BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF HOUSTON, TEXAS:**

**Section 1.** That the findings of facts contained in the preamble of this Resolution are hereby found and declared to be true and correct and are adopted as part of this Resolution for all purposes.

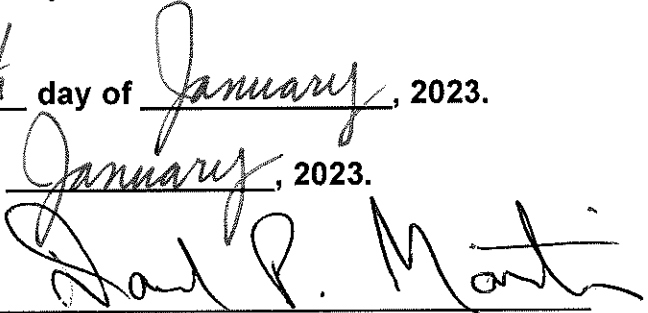
**Section 2.** That pursuant to section 394.016 of the Texas Local Government Code, because City Council determines that amending the Corporation's Certificate in a manner stated in Resolution No. 2022-002 in Exhibit 1, attached hereto, is wise, expedient, necessary, or advisable, City Council CONSENTS to the filing with the Office of the Secretary of State of Texas a certificate of amendment to the Corporation's Certificate, provided that the certificate of amendment does not vary in substance from the amendment in Resolution No. 2022-002 approved by Corporation's Board of Directors on November 18, 2022.

**Section 3.** That the provisions of Section 4 of the City of Houston Resolution No. 2012-17 in conflict with this Resolution and the Corporation's Resolution No. 2022-002 are hereby repealed to the extent of the conflict only.

**Section 4.** That this Resolution shall take effect immediately upon its passage and approval by the Mayor; however, in the event that the Mayor fails to sign this Resolution within five (5) days after its passage and adoption, it shall take effect in accordance with Article VI, Section 6, Houston City Charter.

**PASSED AND APPROVED** this 18<sup>th</sup> day of January, 2023.

**ADOPTED** this 18<sup>th</sup> day of January, 2023.

  
\_\_\_\_\_  
Mayor of the City of Houston, Texas

Pursuant to Article VI, Section 6, Houston City Charter, the effective date of the foregoing Resolution is \_\_\_\_\_, 2023.

\_\_\_\_\_  
Pat Jefferson-Daniel, City Secretary

Prepared by: <sup>me</sup> Richard J. Hambrick  
RVG: 1/3/2023 Senior Assistant City Attorney  
Requested by: Andy Icken, Chief Development Officer  
L.D. File No. GC-0000000038

Meeting 01/18/2023

Aye	No	
✓		<b>Mayor Turner</b>
....	....	<b>Council Members</b>
✓		Peck
✓		Jackson
✓		Kamin
✓		Evans-Shabazz
✓		Martin
	<b>Absent</b>	Thomas
✓		Huffman
✓		Cisneros
✓		Gallegos
✓		Pollard
✓		Castex-Tatum
✓		Knox
✓		Robinson
✓		Kubosh
✓		Plummer
✓		Alcorn
<b>Caption</b>	<b>Adopted</b>	

Captions Published in DAILY COURT REVIEW

Date: 1/24/2023

# **EXHIBIT 1**

**HOUSTON FORENSIC SCIENCE CENTER, INC.**

**Resolution No. 2022-002**

**RESOLUTION APPROVING FOURTH AMENDMENT OF CERTIFICATE  
OF FORMATION**

**WHEREAS**, Chapter 431, Texas Transportation Code, authorizes the creation of a local government corporation to aid and act on behalf of a local government to accomplish any governmental purpose of the local government; and

**WHEREAS**, Houston Forensic Science Center, Inc. ("HFSC" or the "Corporation") was incorporated on June 26, 2012 "to operate an independent center providing ... accurate and timely analysis of forensic evidence;" and

**WHEREAS**, access to federal grant funding is essential to the Corporation's fulfillment of said purpose; and

**WHEREAS**, HFSC has routinely been denied the opportunity to apply for certain federal programs, including grant programs, as an ineligible unit of local government/governmental entity, due in part, to the Corporation's Certificate of Formation; and

**WHEREAS**, the Corporation's Certificate of Formation Article XIII "Public Instrumentality;" has been cited as a significant factor in HFSC's previous letters of ineligibility from federal agencies; and

**WHEREAS**, language in the Corporation's Certificate of Formation, Article XIII stating the Corporation is "... not a political subdivision or public or political authority of the State of Texas..." is limited and does not capture the full range of legal interpretations regarding the Corporation's status as a public instrumentality; and

**WHEREAS**, the Corporation has prepared a Certificate of Amendment to theirs attached to this Resolution as Exhibit "A" and incorporated herein for all purposes);

**NOW, THEREFORE; BE IT RESOLVED BY THE DIRECTORS OF THE CORPORATION:**

**Section 1.** That the findings contained in the preamble of this Resolution are declared to be true and correct and are adopted as part of this Resolution.

**Section 2.** That the Corporation **APPROVES** the Amendment to the Corporation's Certificate of Formation in the form attached hereto as Exhibit "A".

**Section 3.** That, in keeping with Article XIV of the Corporation's Certificate of Formation, HFSC requests the consent of the Houston City Council to the filing of the said Amendment with the Secretary of State of Texas.

**Section 4.** That, after the Houston City Council has so consented, the Corporation instructs the President and CEO of the Corporation to execute the said Amendment and to file the Amendment with the Secretary of State, together with any required filing fee.

**Section 5.** That this Resolution shall take effect immediately upon its adoption by the Board of Directors.

**ADOPTED this 18th day of November 2022.**

**CERTIFICATE**

The undersigned hereby certifies that this Resolution 2022-002 was duly adopted by the Board of Directors of Houston Forensic Science Center, Inc., on the 18th day of November, 2022.

Executed this 21st day of November, 2022.

*Amanda DeBerry*  
\_\_\_\_\_  
Signature

Amanda DeBerry  
\_\_\_\_\_  
Printed Name, Corporate Secretary



# Exhibit A

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**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:

Houston Forensic Science Center, Inc.

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: \_\_\_\_\_

The date of formation of the entity is: \_\_\_\_\_

### 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:

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<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
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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:

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<i>Street Address (No P.O. Box)</i>	<i>City</i>	<b>TX</b>	<i>State</i>	<i>Zip Code</i>
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**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:

*(continued on following page)*

Article XIII of the Certificate of Formation **shall delete** the following provisions:

"The Corporation is a constituted authority and a public or governmental instrumentality within the meaning of the regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to Section 103 of the Internal Revenue Code. Although the Corporation is authorized to act on behalf of one or more governmental entities as provided in this Certificate, ~~the Corporation is not a political subdivision or political authority of the State of Texas within the meaning of the constitution and laws of the State of Texas, including, without limitation, Article III, Section 52, of the said constitution, and no agreement, bond, debt, or obligation of the Corporation shall be deemed to be the agreement, bond, debt, or obligation, or the lending of credit, or a grant of public money or thing of value, of or by the City or any other political subdivision or authority or agency of the State of Texas, or a pledge of the faith and credit of any of them.~~ No action of the Corporation shall be an action of the City or its agents or employees, and neither this Certificate nor any action by the Board or the City Council shall create a joint enterprise."

**For further clarification, Article XIII of the Certificate of Formation shall now read as follows:**

The Corporation is a constituted authority and a public or governmental instrumentality within the meaning of the regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to Section 103 of the Internal Revenue Code. Although the Corporation is authorized to act on behalf of one or more governmental entities as provided in this Certificate, no agreement, bond, debt, or obligation of the Corporation shall be deemed to be the agreement, bond, debt, or obligation, or the lending of credit, or a grant of public money or thing of value, of or by the City, or a pledge of faith and credit. No action of the Corporation shall be an action of the City or its agents or employees, and neither this Certificate nor any action by the Board or the City Council shall create a joint enterprise.

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: \_\_\_\_\_

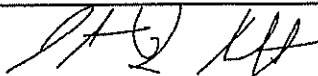
The following event or fact will cause the document to take effect in the manner described below: \_\_\_\_\_

### 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: 11/21/2022

By: Houston Forensic Science Center



Signature of authorized person

Peter Stout, President/CEO

Printed or typed name of authorized person (see instructions)