Resolution #224

Whereas, the the entire Board of Directors for The Industrial Development Authority of the City of Chesterfield seeks to amend the Articles of Incorporation of the Corporation to increase the size of its Board of Directors, from nine (9) to twelve (12); and

Whereas, a formal request to accomplish this change was signed by the entire Board of Directors, in a letter to the Mayor/City Council, dated August 6, 1997;

NOW, THEREFORE, BE IT RESOLVED that the members of the Chesterfield City Council, at their regular meeting held Monday, August 18, 1997, do hereby approve this request to amend said Articles of Incorporation, as provided by the attached Exhibit A

BE IT FURTHER RESOLVED that, after passage and approval of this Resolution, the City Administrator be directed to provide a copy to the Industrial Development Authority.

APPROVED THIS 18th DAY OF AUGUST, 1997.

Nancy Greenwood
MAYOR NANCY GREENWOOD

ATTEST: Martha L. DeMay
MARTHA DEMAY
CITY CLERK

August 6, 1997

City Council
City of Chesterfield
922 Roosevelt Parkway
Chesterfield, Missouri 63017-2079

Dear Mayor and Members of the City Council:

We, the undersigned, constituting the entire Board of Directors for The Industrial Development Authority of the City of Chesterfield, Missouri, d/b/a The City of Chesterfield Community Development Corporation (the "Corporation"), hereby file with you, in accordance with Section 349.040 of Revised Missouri Statutes, as amended, this application seeking permission to amend the Articles of Incorporation of the Corporation in the form of Exhibit A, which is attached hereto and incorporated herein by this reference. This Amendment of Articles of Incorporation has been approved by the Board of Directors of the Corporation through a unanimous consent, effective as of August 6, 1997.

If you find that it is wise, expedient, necessary or advisable that the proposed amendment be made and if you authorize the same to be made, we shall at the proper time execute, acknowledge, and file the amendment with the Secretary of State pursuant to Chapter 349 of the Revised Statute of the State of Missouri, as amended.

Very truly yours,

Ashok Agrawal

Keith Kramer

Glenn Borgard

Rudy Stinnett

Michael Flavin, Jr.

Diane Schumacker

Tom Fleming

Mark Mersmann

Constituting the entire Board of Directors of the Corporation

S:\10569\00001\MLS0021

EXHIBIT A

AMENDMENT OF ARTICLES OF INCORPORATION

OF

THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF CHESTERFIELD, MISSOURI

HONORABLE REBECCA MCDOWELL COOK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

Pursuant to the provisions of Chapter 349 of the Revised Statutes of the State of Missouri ("Industrial Development Authority Act"), the undersigned persons constituting the Board of Directors of The Industrial Development Authority of the City of Chesterfield, Missouri certify the following:

SECTION 1

The present name of the Corporation is The Industrial Development Authority of the City of Chesterfield, Missouri, which is the name under which it was originally organized.

SECTION 2

An amendment to the Corporation's Articles of Incorporation was adopted by unanimous consent of the Board of Directors on August 6, 1997.

SECTION 3

Article 7 of the Articles of Incorporation is amended to read as follows:

> Except as may be otherwise specifically provided by statute, or the articles of incorporation or the bylaws of the corporation as from time to time amended, all powers of management, direction, and control of the corporation shall be, and hereby are, vested in the board of directors. The board of directors of the corporation shall consist of twelve (12) directors, all of whom shall be qualified electors of and taxpayers in the City of Chesterfield, Missouri. Thereafter, the number of Directors shall be fixed by, or in the manner provided in, the bylaws, but

shall not be less than three (3). Any change in the authorized number of Directors shall be reported to the Secretary of State of Missouri within 30 days after such change. The directors shall be appointed by the Mayor with the advise and consent of a majority of the City Council of the City of Chesterfield, Missouri, and they shall be elected so that they shall hold office for staggered terms.

IN WITNESS WHEREOF, the undersigned directors have executed this instrument on the _____ day of August, 1997.

_____	_____
Ashok Agrawal	Keith Kramer
_____	_____
Glenn Borgard	Rudy Stinnett
_____	_____
Michael Flavin, Jr.	Diane Schumacker
_____	_____
Tom Fleming	Mark Mersmann

STATE OF MISSOURI)
)SS
COUNTY OF ST. LOUIS)

I, _____, a Notary Public, do hereby certify that on the _____ day of August, 1997 personally appeared before me Ashok Agrawal who, being by me first duly sworn, declared that he is a director of The Industrial Development Authority of the City of Chesterfield, Missouri, that he signed the foregoing document as directors of the Corporation, and that the statements therein contained are true.

_____
Notary Public

My commission expires:

STATE OF MISSOURI)
)SS
COUNTY OF ST. LOUIS)

I, _____, a Notary Public, do hereby certify that on the _____ day of August, 1997 personally appeared before me Keith Kramer who, being by me first duly sworn, declared that he is a director of The Industrial Development Authority of the City of Chesterfield, Missouri, that he signed the foregoing document as directors of the Corporation, and that the statements therein contained are true.

_____
Notary Public

My commission expires:

STATE OF MISSOURI)
)SS
COUNTY OF ST. LOUIS)

I, _____, a Notary Public, do hereby certify that on the _____ day of August, 1997 personally appeared before me Glenn Borgard who, being by me first duly sworn, declared that he is a director of The Industrial Development Authority of the City of Chesterfield, Missouri, that he signed the foregoing document as directors of the Corporation, and that the statements therein contained are true.

_____
Notary Public

My commission expires:

STATE OF MISSOURI)
)SS
COUNTY OF ST. LOUIS)

I, _____, a Notary Public, do hereby certify that on the _____ day of August, 1997 personally appeared before me Rudy Stinnett who, being by me first duly sworn, declared that he is a director of The Industrial Development Authority of the City of Chesterfield, Missouri, that he signed the foregoing document as directors of the Corporation, and that the statements therein contained are true.

_____
Notary Public

My commission expires:

STATE OF MISSOURI)
)SS
COUNTY OF ST. LOUIS)

I, _____, a Notary Public, do hereby certify that on the _____ day of August, 1997 personally appeared before me Michael Flavin, Jr. who, being by me first duly sworn, declared that he is a director of The Industrial Development Authority of the City of Chesterfield, Missouri, that he signed the foregoing document as directors of the Corporation, and that the statements therein contained are true.

_____
Notary Public

My commission expires:

STATE OF MISSOURI)
)SS
COUNTY OF ST. LOUIS)

I, _____, a Notary Public, do hereby certify that on the _____ day of August, 1997 personally appeared before me Diane Schumacker who, being by me first duly sworn, declared that she is a director of The Industrial Development Authority of the City of Chesterfield, Missouri, that she signed the foregoing document as directors of the Corporation, and that the statements therein contained are true.

_____
Notary Public

My commission expires:

STATE OF MISSOURI)
)SS
COUNTY OF ST. LOUIS)

I, _____, a Notary Public, do hereby certify that on the _____ day of August, 1997 personally appeared before me Tom Fleming who, being by me first duly sworn, declared that he is a director of The Industrial Development Authority of the City of Chesterfield, Missouri, that he signed the foregoing document as directors of the Corporation, and that the statements therein contained are true.

_____
Notary Public

My commission expires:

STATE OF MISSOURI)
)SS
COUNTY OF ST. LOUIS)

I, _____, a Notary Public, do hereby certify that on the _____ day of August, 1997 personally appeared before me Mark Mersmann who, being by me first duly sworn, declared that he is a director of The Industrial Development Authority of the City of Chesterfield, Missouri, that he signed the foregoing document as directors of the Corporation, and that the statements therein contained are true.

_____
Notary Public

My commission expires: