

**BYLAWS  
OF  
FAIR PARK FIRST**  
a Texas Nonprofit Corporation

These Bylaws (the "Bylaws") govern the affairs of Fair Park First, a Texas nonprofit corporation (the "Corporation") organized under the Texas Business Organizations Code (the "TBOC").

**ARTICLE I  
OFFICES**

1.1 Principal Office. The principal office of the Corporation shall be located in Dallas County, Texas, and in such places located in Dallas County as the Board of Directors may determine from time to time.

1.2 Other Offices. The Corporation may have such other offices, either within or without the State of Texas, as the Corporation's board of directors (the "Board of Directors" or "Board") may determine or as the affairs of the Corporation may require from time to time.

1.3 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the TBOC. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II  
MEMBERS**

The Corporation shall have no members, as such term is used in the TBOC. The Corporation, however, may use the word "members" to designate those persons having such privileges or status as the Bylaws or the Board of Directors may determine, but such members shall have no voting or other legal or equitable rights in the Corporation.

**ARTICLE III  
BOARD OF DIRECTORS**

3.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

3.2 Number and Tenure. The total number of directors on the Board of Directors (the "Directors") shall be designated by the Board of Directors from time to time by majority vote of the Board of Directors, but in no event shall the number be less than nine (9). The Board of Directors shall include representatives of (a) the historic preservation community and (b) the immediate neighborhoods surrounding the Fair Park community, in each case accounting for no less than the greater of one (1) member or ten percent (10%) of the membership of the Board of Directors. Each

Director shall hold office until death, resignation, incapacity, removal or until a successor shall have been elected and qualified, and accepted office. "Fair Park", as used herein, refers to a 277-acre signature, historic, and architecturally significant multi-venue park and entertainment complex located two miles immediately east of downtown Dallas, Texas, and registered as a Dallas Landmark and National Historic Landmark.

3.3 Election. Prior to a meeting of the Board of Directors at which Directors shall be elected, the Board of Directors, or a nominating committee appointed by the Board of Directors, shall meet to nominate candidates for the open Board of Directors' positions. The Board of Directors shall designate candidates for each position to be filled, including any vacant positions. Individual members of the Board of Directors shall vote either for or against the entire slate of designated candidates. The slate must be approved by a majority of those Directors voting. At least a majority of the Directors must participate for the election to be valid. The Board of Directors shall determine the procedures for the election if not specified in the Certificate of Formation or these Bylaws.

3.4 Regular Meetings. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's principal office in Texas if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

3.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Texas, as the place for holding any special meetings of the Board called by them. The person or persons calling a special meeting shall notify the Secretary of the Corporation of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors as required in the Bylaws.

3.6 Cancellation of Meetings. A majority of the Directors may cancel or reschedule any meeting, except as may be otherwise provided by these Bylaws.

3.7 Notice. Notice of any special meeting of the Board of Directors shall be given at least ten days previously thereto by written notice delivered personally or sent by mail, facsimile, telegram, or, on consent of a Director, by electronic transmission, to each Director at his address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage prepaid. If notice is given by facsimile, it shall be deemed to be delivered upon confirmed transmission. Any notice required or permitted to be given by electronic transmission is deemed given when the notice is transmitted to an electronic mail address provided by the Director for the purpose of receiving notice or communications to the Director by any other form of electronic transmission consented to by the Director. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any

regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

3.8 Meetings Held by Consent; Waiver of Notice. A meeting of the Board of Directors may be held at any time and place without notice by prior unanimous consent of the Directors, or with the presence and participation of all Directors. Any notice required to be given under this Section 3.8 may be waived by the person entitled thereto.

3.9 Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are represented, by presence or by proxy, at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.10 Proxy. Any member of the Board of Directors may appoint another member of the Board to serve as proxy with full power of substitution to attend and represent them at any Board meeting. The proxy appointment shall be in written form, signed by the Director appointing the proxy, and must clearly identify the specific meeting for which the proxy is authorized. A proxy shall be void if the Director who executed it personally attends the meeting.

3.11 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present, either in person or by proxy, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

3.12 Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A slate containing the names of the nominees and the dates their respective terms will expire must be mailed to the Directors at least ten days before the date of the annual meeting. The election of Directors to replacement terms shall be by a majority of the Directors.

3.13 Compensation. Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors, the expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. However, nothing shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

3.14 Action by Directors. Any action required by law to be taken at a meeting of Directors or any committee, or any action which may be taken at a meeting of Directors or any committee, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by a sufficient number of Directors or committee members as would be necessary to take that action at a meeting at which all of the Directors or members of the committee were present and voted.

3.15 Resignation or Removal of Directors. Any Director may resign at any time. A Director who fails to attend three consecutive regular meetings of the Board of Directors may be removed without notice by resolution of the Board. Any Director may be removed by resolution passed by a majority of the seated Directors whenever in its judgment the best interests of the

Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Director so removed.

3.16 Attendance by Telephone. Members of the Board of Directors may participate in and hold a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

3.17 Advisory Board. The Board may by resolution adopted by a majority of the Board, appoint one or more advisory boards or committees (individually an "Advisory Board" and collectively the "Advisory Boards") composed of members who are, in the judgment of the Board, qualified to advise with respect to the activities of the Corporation, and which shall consist of such members as the Board designates by resolution, who have provided or will be providing significant and valuable services, goods or other benefits to the Corporation. As requested by the President or the Board from time to time, the Advisory Boards shall advise the Board on matters involving the Corporation. The officers and Directors of the Corporation may consult with such Advisory Boards from time to time with respect to the activities of the Corporation, but such Advisory Boards shall in no way restrict the powers of the Board nor limit its responsibilities or obligations. Advisory Board members shall not be entitled to vote on any corporate matters. Advisory Board members, as such, shall not receive any salary for their service. Terms of Advisory Board members shall be for such length of time as the Board may prescribe.

## **ARTICLE IV OFFICERS**

4.1 Officers. The officers of the Corporation shall be a President and a Secretary, and if the Board of Directors determines appropriate, one or more Vice Presidents (and, in the case of each Vice President, with such descriptive title, if any, as the Board of Directors shall determine), and a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers shall have the authority and perform the duties prescribed by law, by these Bylaws, and by the Board of Directors.

4.2 Election and Term of Office. The officers of the Corporation shall be elected bi-annually by the Board of Directors at the regular annual meeting of the Board of Directors held in each even-numbered year and will assume office immediately upon election. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. All officers are eligible to be elected to successive terms of office.

4.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by resolution passed by vote of the majority of seated Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4.4 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

4.5 President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. If an Executive Committee is appointed, the President shall be the Chairman of the Executive Committee and shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws, or statute to some other officer, committee or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4.6 Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or if there is more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to that Vice President by the President or Board of Directors.

4.7 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in the sum and with a surety or sureties as the Board of Directors shall determine.

4.8 Secretary. The Secretary shall keep the minutes of the meetings of the Executive Committee, if any, and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each Director which shall be furnished to the Secretary by each Director; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## **ARTICLE V COMMITTEES**

5.1 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees which may include an Executive Committee and certain standing committees as provided in Section 5.4. In addition, the Board of Directors may appoint a Finance Committee, and if the Corporation is

compensating any officer or Director for his services in any capacity to the Corporation, the Board of Directors shall establish a Compensation Committee. Each committee shall consist of two or more Directors, shall have and exercise the authority of the Board of Directors in the management of the Corporation, to the extent delegated by the Board of Directors. However, no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by any committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or the Director by law.

5.2 Executive Committee. If an Executive Committee is established, it shall include the President (as Chairman of the Committee) and such other members of the Board of Directors as shall be designated by the Board. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation. The Executive Committee shall meet at the discretion of the President. A majority of the voting members of the Executive Committee shall constitute a quorum.

5.3 Finance Committee. If a Finance Committee is established, the Finance Committee shall consist of at least two Directors including the Treasurer who will serve as Chairman of the Finance Committee.

5.4 Standing Committees. The Board of Directors may establish other committees, as determined by majority vote, including without limitation Administration, Fundraising, Long-Range Planning, and Board Development/Nominating Committees. Other committees not having the authority of the Board of Directors in the management of the Corporation may be designated by resolution adopted by a majority of the Executive Committee present at an Executive Committee meeting at which a quorum is present or, if no Executive Committee exists, by the Board of Directors. Such committees will have the responsibilities and powers deemed proper by the Executive Committee or by the Board of Directors, if no Executive Committee exists. The President of the Corporation shall appoint someone as Chair of each committee. Any members of a committee may be removed by the President of the Corporation or the Chair of the committee whenever in their judgment the best interests of the Corporation shall be served by such removal.

5.5 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Directors and until the committee member's successor is appointed, unless the committee shall be sooner terminated, or the member is removed or ceases to qualify as a member.

5.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as original appointments are made.

5.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

5.8 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VI STAFF**

6.1 Management Staff. The President, with the approval of the Board of Directors, may hire or appoint an Executive Director and other employees as he or she deems appropriate to conduct the activities of the Corporation. The Board of Directors will determine the pay, conditions of employment, and responsibilities and powers of the Executive Director, unless the Board of Directors delegates this authority to the President. Subject to the restrictions of Sections 7.8 and 7.9, the Corporation may enter into a contract with Global Spectrum, L.P., a Delaware limited partnership d/b/a Spectra Venue Management ("Spectra"), for Spectra to provide the Corporation with employees to perform the services described therein and any other services mutually agreed between Spectra and the Corporation, all upon the terms and conditions set forth therein.

6.2 Executive Director. The Executive Director shall serve at the pleasure of the Board of Directors. The Executive Director shall be the chief administrator of the Corporation responsible for management functions under the direction of the President. He shall employ, and may terminate, members of the staff as appropriate to carry on the work of the Corporation, shall fix their compensation within the approved budget, subject to the direction and approval of the President and the Board of Directors, and supervise them in the conduct of their duties.

## **ARTICLE VII BUDGET, CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

7.1 Budget. Before incurring any expenses of any kind, the Executive Committee, if one has been appointed, or the Treasurer, if there is no Executive Committee, shall prepare and submit for the approval of the Board of Directors, a detailed budget, and no expenses shall be incurred in excess of such budget, except upon approval of the Board of Directors. Thereafter, budgets for annual operations shall be similarly prepared and submitted to the Board of Directors for its approval.

7.2 Contracts. The Board of Directors may authorize any officers or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Subject to the restrictions of Sections 7.8 and 7.9, the Corporation may enter into a contract with Spectra for the performance of certain services for and/or on behalf of the Corporation, including without limitation administrative and accounting services, and providing the Corporation with employees to perform such services and any other

services mutually agreed between Spectra and the Corporation, all upon the terms and conditions set forth therein.

7.3 Checks and Drafts. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

7.4 Loans. No loans shall be contracted on behalf of the Corporation unless authorized by a resolution of the Board of Directors and the Executive Committee, if any. Such authority may be general or confined to specific instances.

7.5 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

7.6 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

7.7 Interest of Directors, etc. Subject to the restrictions of Sections 7.8 and 7.9, the Corporation may enter into contracts or other transactions with any other person or entity (including without limitation Spectra, In the City for Good, Inc., a Texas nonprofit corporation, Biederman Redevelopment Ventures, and any of their respective affiliates) even though one or more of the Directors or officers of the Corporation may be a party to or interested directly or indirectly in such contracts or transactions in some capacity other than as a Director or officer. However, if any Director or officer having such other interest acts in any way for or on behalf of the Corporation in connection with such matter, such other interest shall be fully disclosed to the Board of Directors before it finally authorizes or approves the contract or transaction.

7.8 Prohibition Against Sharing in Corporate Earnings. No private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, and no person shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation; provided, that this shall not prevent the payment to any person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed in accordance with these Bylaws. On such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over as provided in the Certificate of Formation.

7.9 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization

exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended (the "Code").

## **ARTICLE VIII AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least five days' written notice is given of an intention to alter, amend or repeal these Bylaws or to adopt new Bylaws at such meeting.

## **ARTICLE IX MISCELLANEOUS PROVISIONS**

9.1 Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas and the Code. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

9.2 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

9.3 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

9.4 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

9.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of the TBOC, or the Certificate of Formation or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

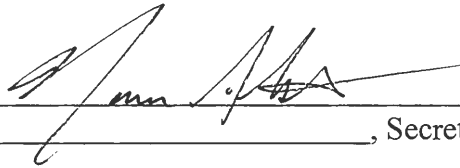
9.6 Headings. The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of these Bylaws.

9.7 Gender. Wherever the context requires, all pronouns shall be construed to include the masculine, feminine, neuter, singular or plural, as the antecedent may require.

9.8 Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

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The undersigned Secretary of the Corporation hereby certifies that these Bylaws were duly adopted by the Board of Directors of the Corporation as of 6/14, 2018.

  
\_\_\_\_\_, Secretary

**FIRST AMENDMENT TO BYLAWS  
OF  
FAIR PARK FIRST  
a Texas Nonprofit Corporation**

The Board of Directors of Fair Park First, a Texas nonprofit corporation (the "Corporation"), have adopted the following amendments (this "Amendment") to the Corporation's Bylaws dated June 14, 2018 (the "Bylaws").

1. Section 3.2 of the Bylaws is hereby deleted and replaced in its entirety with the following:

3.2 Number and Tenure.

(a) The total number of directors on the Board of Directors (the "Directors") shall be designated by the Board of Directors from time to time by majority vote of the Board of Directors, but in no event shall the number be less than thirteen (13). The Board of Directors shall include representatives of (a) the historic preservation community and (b) the immediate neighborhoods surrounding the Fair Park community, in each case accounting for no less than the greater of one (1) member or ten percent (10%) of the membership of the Board of Directors. "Fair Park", as used herein, refers to a 277-acre signature, historic, and architecturally significant multi-venue park and entertainment complex located two miles immediately east of downtown Dallas, Texas, and registered as a Dallas Landmark and National Historic Landmark.

(b) Each Director shall hold office until death, resignation, incapacity, removal or until a successor shall have been elected and qualified, and accepted office. Directors shall serve an initial three (3) year term and may be reelected for an additional three (3) year term except as determined otherwise by majority vote of the Board of Directors. After serving two consecutive three-year terms, a Director must vacate his or her position for at least one (1) year before seeking reelection for additional terms. The Board of Directors shall be divided into three (3) classes for the sole purpose of staggering their terms, with each class having equal voting rights on all matters.

2. Section 3.3 of the Bylaws is hereby deleted and replaced in its entirety with the following:

3.3 Election. Directors shall be elected by the Board of Directors at its annual meeting, with such elections to become effective immediately following such meeting unless determined otherwise by the Board. Prior to a meeting of the Board of Directors at which Directors shall be elected, the Board of Directors, or a nominating committee appointed by the Board of Directors, shall meet to nominate candidates for the open Board of Directors' positions. The Board of Directors shall designate candidates for each position to be filled, including any vacant positions. Individual members of the Board of Directors shall vote either

for or against the entire slate of designated candidates. The slate must be approved by a majority of those Directors voting. At least a majority of the Directors must participate for the election to be valid. The Board of Directors shall determine the procedures for the election if not specified in the Certificate of Formation or these Bylaws.

\* \* \* \* \*

The undersigned Secretary of the Corporation hereby certifies that this Amendment was duly adopted by the Board of Directors of the Corporation as of August 9, 2018.

A handwritten signature in black ink, appearing to read "Norm Alston", written over a light gray rectangular background.

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Norman Alston, Secretary

**SECOND AMENDMENT TO BYLAWS  
OF  
FAIR PARK FIRST**  
a Texas Nonprofit Corporation

The Board of Directors of Fair Park First, a Texas nonprofit corporation (the "Corporation"), have adopted the following amendments (this "Amendment") to the Corporation's Bylaws dated June 14, 2018, as first amended on August 9, 2018 (the "Bylaws").

1. Section 3.3 of the Bylaws is hereby deleted and replaced in its entirety with the following:

3.3 Qualifications; Election.

(a) Each Director shall be a natural person. A Director need not be a resident of the State of Texas. A person shall not be nominated or appointed to serve on the Board of Directors if such person:

(i) is currently an employee of the City of Dallas (or any subdivision of the City of Dallas), any county within the Dallas/Fort Worth Metroplex (or any subdivision of such county), or any related quasi-governmental body, or is currently an employee of Global Spectrum, L.P. (d/b/a Spectra Venue Management) or any of its affiliates;

(ii) is currently an officer, director, direct or indirect owner, employee, consultant, contractor, subcontractor, or agent of any organization or individual engaged in any business or enterprise within the Dallas/Fort Worth Metroplex, in any manner whatsoever, that is in competition with the business of the Corporation with respect to its services to the City of Dallas, or the business of Global Spectrum, L.P. (or any of its affiliates) with respect to its services to the Corporation; or

(iii) has any pending claim, demand, action, suit, or proceeding against Fair Park First or Global Spectrum, L.P. or any of its affiliates, whether civil, criminal, administrative, arbitrative, or investigative, or has made, threatened, or otherwise been involved with any of the forgoing within the last three (3) years.

(b) Directors shall be elected by the Board of Directors at its annual meeting, with such elections to become effective immediately following such meeting unless determined otherwise by the Board. Prior to a meeting of the Board of Directors at which Directors shall be elected, the Board of Directors, or a nominating committee appointed by the Board of Directors, shall meet to nominate candidates for the open Board of Directors' positions. The Board of Directors shall designate candidates for each position to be filled, including any vacant positions, subject to the qualifications set forth in Section 3.3(a). Individual members of the Board of Directors shall vote either for or against the

entire slate of designated candidates. The slate must be approved by a majority of those Directors voting. At least a majority of the Directors must participate for the election to be valid. The Board of Directors shall determine the procedures for the election if not specified in the Certificate of Formation or these Bylaws.

2. Section 4.2 of the Bylaws is hereby deleted and replaced in its entirety with the following:

4.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors. Each officer shall serve until a successor is elected and qualified or until the earlier death, resignation, or removal of that officer. Vacancies or new offices shall be filled at any meeting of the Board of Directors.

\* \* \* \* \*

The undersigned Secretary of the Corporation hereby certifies that this Amendment was duly adopted by the Board of Directors of the Corporation as of December 18, 2018.

A handwritten signature in black ink, appearing to read "Norm Alston", is written over a light gray rectangular background.

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Norman Alston, Secretary

**THIRD AMENDMENT TO BYLAWS  
OF  
FAIR PARK FIRST**  
a Texas Nonprofit Corporation

The Board of Directors of Fair Park First, a Texas nonprofit corporation (the "Corporation"), have adopted the following amendments (this "Amendment") to the Corporation's Bylaws dated June 14, 2018, as amended from time to time (the "Bylaws").

1. Section 3.9 of the Bylaws is hereby deleted and replaced in its entirety with the following:

3.9 Quorum. A majority of the voting members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are represented, by presence or by proxy, at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

\* \* \* \* \*

The undersigned Secretary of the Corporation hereby certifies that this Amendment was duly adopted by the Board of Directors of the Corporation as of April 8, 2019.

A handwritten signature in black ink, appearing to read "Norm Alston", is written over a horizontal line.

Norman Alston, Secretary

**FOURTH AMENDMENT TO BYLAWS  
OF  
FAIR PARK FIRST**  
a Texas Nonprofit Corporation

The Board of Directors of Fair Park First, a Texas nonprofit corporation (the "Corporation"), have adopted the following amendment (this "Amendment") to the Corporation's Bylaws dated June 14, 2018, as amended from time to time (the "Bylaws").

1. Section 9.4 of the Bylaws is hereby deleted and replaced in its entirety with the following:

9.4 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of October and end on the thirtieth day of September of each year.

\* \* \* \* \*

The undersigned Secretary of the Corporation hereby certifies that this Amendment was duly adopted by the Board of Directors of the Corporation as of June 16, 2020.

A handwritten signature in black ink, appearing to read "Norm Alston", is written over a faint, circular embossed seal. The signature is fluid and cursive.

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Norman Alston, Secretary

**FIFTH AMENDMENT TO BYLAWS  
OF  
FAIR PARK FIRST  
a Texas Nonprofit Corporation**

The Board of Directors of Fair Park First, a Texas nonprofit corporation (the "Corporation"), have adopted the following amendment (this "Amendment") to the Corporation's Bylaws dated June 14, 2018, as amended from time to time (the "Bylaws").

1. Section 3.4 of the Bylaws is hereby deleted and replaced in its entirety with the following:

3.4 Regular Meetings. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's principal office in Texas if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

At the discretion of the President, any meeting may be conducted solely by one or more means of remote communication through which all of the Board Members may participate with each other during the meeting, if the number of Board Members participating in the meeting would be sufficient to constitute a quorum. Such Meetings will broadcast electronically to the public, unless held in Executive Session. Participation in a meeting by that means constitutes presence in person at the meeting.

\* \* \* \* \*

The undersigned Secretary of the Corporation hereby certifies that this Amendment was duly adopted by the Board of Directors of the Corporation as of June 16, 2020.

A handwritten signature in black ink, appearing to read "Norm Alston", is written over a light gray rectangular background.

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Norman Alston, Secretary

**SIXTH AMENDMENT TO BYLAWS  
OF  
FAIR PARK FIRST  
a Texas Nonprofit Corporation**

The Board of Directors of Fair Park First, a Texas nonprofit corporation (the "Corporation"), have adopted the following amendment (this "Amendment") to the Corporation's Bylaws dated June 14, 2018, as amended from time to time (the "Bylaws").

1. Section 4.1 of the Bylaws is hereby deleted and replaced in its entirety with the following:

4.1 Officers. The officers of the Corporation shall be a President and a Secretary, and if the Board of Directors determines appropriate, a Chief Executive Officer, one or more Vice Presidents (and, in the case of each Vice President, with such descriptive title, if any, as the Board of Directors shall determine), and a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers shall have the authority and perform the duties prescribed by law, by these Bylaws, and by the Board of Directors.

2. Section 4.5 of the Bylaws is hereby deleted and replaced in its entirety with the following:

4.5 President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. If an Executive Committee is appointed, the President shall be the Chairman of the Executive Committee and shall preside at all meetings of the Board of Directors. The President may sign, with the Chief Executive Officer or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws, or statute to some other officer, committee or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

3. Section 4.6 of the Bylaws is hereby deleted and replaced in its entirety with the following:

4.6 Chief Executive Officer. In the absence of the President or in the event of the President's inability or refusal to act, the Chief Executive Officer shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Chief

Executive Officer shall perform such other duties as from time to time may be assigned to the Chief Executive Officer by the President or Board of Directors.

4. A new Section 4.9 is hereby added to the Bylaws to read in its entirety as follows:

4.9 Vice President. In the absence of the President or the Chief Executive Officer or in the event of the President's and the Chief Executive Officer's inability or refusal to act, the Vice President (or if there is more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President and/or the Chief Executive Officer, as applicable, and when so acting shall have all the powers of and be subject to all the restrictions upon the President and/or the Chief Executive Officer, as applicable. Any Vice President shall perform such other duties as from time to time may be assigned to that Vice President by the President, the Chief Executive Officer, or Board of Directors.

\* \* \* \* \*

The undersigned Chairman of the Corporation hereby certifies that this Amendment was duly adopted by the Board of Directors of the Corporation as of August 17, 2021.



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Darren James, Chairman

**SEVENTH AMENDMENT TO  
BYLAWS OF  
FAIR PARK FIRST**  
a Texas Nonprofit Corporation

The Board of Directors of Fair Park First, a Texas nonprofit corporation (the "Corporation"), have adopted the following amendment (this "Amendment") to the Corporation's Bylaws dated June 14, 2018, as amended from time to time (the "Bylaws").

1. Section 6.1 of the Bylaws is hereby deleted and replaced in its entirety with the following:
  - 6.1 Management Staff. The President, with the approval of the Board of Directors, may hire or appoint a Chief Executive Officer/Executive Director and other employees as he or she deems appropriate to conduct the activities of the Corporation. The Board of Directors will determine the pay, conditions of employment, and responsibilities and powers of the Chief Executive Officer/Executive Director. Subject to the restrictions of Sections 7.8 and 7.9, the Corporation may enter a contract with Global Spectrum, L.P., a Delaware limited partnership d/b/a Spectra Venue Management ("Spectra"), for Spectra to provide the Corporation with employees to perform the services described therein and any other services mutually agreed between Spectra and the Corporation, all upon the terms and conditions set forth therein.
2. Section 6.2 of the Bylaws is hereby deleted and replaced in its entirety with the following:
  - 6.2 Executive Director. The Chief Executive Director/Executive Director shall serve at the pleasure of the Board of Directors. The Chief Executive Officer/Executive Director shall be the chief administrator of the Corporation responsible for management functions under the direction of the President and Board of Directors. He shall employ, and may terminate, members of the staff as appropriate to carry on the work of the Corporation, shall fix their compensation within the approved budget, subject to the direction and approval of the President and the Board of Directors, and supervise them in the conduct of their duties.

\* \* \* \* \*

The undersigned Secretary of the Corporation hereby certifies that this Amendment was duly adopted by the Board of Directors of the Corporation as of September 20, 2022.

Robert Luxen, Secretary



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**EIGHTH AMENDMENT TO  
BYLAWS OF  
FAIR PARK FIRST**  
a Texas Nonprofit Corporation

The Board of Directors of Fair Park First, a Texas nonprofit corporation (the "Corporation"), have adopted the following amendment (this "Amendment") to the Corporation's Bylaws dated June 14, 2018, as amended from time to time (the "Bylaws").

1. Article III of the Bylaws is hereby amended with the following:
  - i. 3.18 There will be no recording of Executive Session proceedings, except where previously approved by the Board of Directors.
  - ii. 3.19: The Board may appoint individuals to serve as Ex Officio members of the Board of Directors. The Ex Officio members will be given notice of all regular Board meetings but will not be voting members of the Board. The Board President will decide which, if any, Ex Officio members of the Board are invited to attend Board Executive Session proceedings and Special Meetings.

\* \* \* \* \*

The undersigned Secretary of the Corporation hereby certifies that this Amendment was duly adopted by the Board of Directors of the Corporation as of September 19, 2023.

Robert Luxen, Secretary

A handwritten signature in blue ink, appearing to read "Robert Luxen", is positioned above a horizontal line.