

**RESOLUTION NO. 2023-02**

**RESOLUTION AUTHORIZING THE FORMATION OF AN INDUSTRIAL DEVELOPMENT CORPORATION IN THE CITY OF UNIVERSITY CITY, MISSOURI, AND DETERMINING AND APPROVING CERTAIN MATTERS RELATED THERETO.**

**WHEREAS**, The Industrial Development Authority of the City of University City, Missouri, was originally created in 1979 as an industrial development corporation pursuant to Chapter 349 of the Revised Statutes of Missouri (the “Industrial Development Corporations Act”), but was administratively dissolved in 2005; and

**WHEREAS**, it is preferable to seek the creation of a new industrial development authority rather than seek reinstatement of the administratively dissolved industrial development authority; and

**WHEREAS**, three individuals (the “Applicants”), each being a duly qualified elector of and taxpayer in the City of University City, Missouri (the “City”), have filed the application attached as **Exhibit A** hereto (the “Application”) with the City Council pursuant to the Industrial Development Corporations Act, seeking permission to form an industrial development corporation of the City for the purpose of developing commercial, industrial, agricultural and manufacturing facilities; and

**WHEREAS**, the Applicants have also filed, as part of the Application, the form of Articles of Incorporation, attached hereto as **Exhibit B** (the “Articles of Incorporation”), proposed to be used in organizing such industrial development corporation; and

**WHEREAS**, the Industrial Development Corporations Act requires that the City Council make certain findings and take certain actions with respect to the formation of the industrial development corporation, as set forth in this Resolution;

**NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF UNIVERSITY CITY, MISSOURI, AS FOLLOWS:**

**Section 1. Findings and Determinations.** The City Council of the City hereby finds and determines that it is wise, expedient, necessary and advisable that an industrial development corporation be formed in the City under the name of “The Industrial Development Authority of University City, Missouri” (the “Authority”).

**Section 2. Approval of Application and Authorization to Form the Authority.** The Application is hereby approved and the Applicants are hereby granted permission and authorized to proceed to form and organize the Authority for the purpose of developing commercial, industrial, agricultural and manufacturing facilities pursuant to the provisions of the Industrial Development Corporations Act.

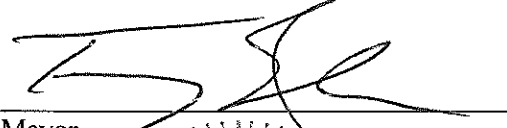
**Section 3. Approval of Articles.** The form of Articles of Incorporation proposed to be used in organizing the Authority are hereby approved, and the Applicants are hereby authorized and directed to execute, acknowledge and file said Articles of Incorporation with the Secretary of the State of Missouri, in the form attached hereto.

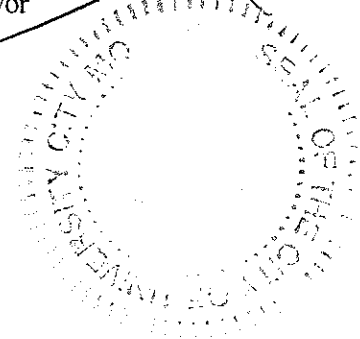
**Section 4. Effective Date.** This Resolution shall take effect immediately upon its adoption by the City Council.

**PASSED** this 13th day of February, 2023.

ATTEST:

  
\_\_\_\_\_  
City Clerk

  
\_\_\_\_\_  
Mayor



The seal of the City of St. Louis is circular with a dotted border. The text around the border reads "SEAL OF THE CITY OF ST. LOUIS" at the top and "1804" at the bottom. The center of the seal is blank.

**EXHIBIT A**  
**APPLICATION**

**APPLICATION SEEKING PERMISSION TO FORM AN  
INDUSTRIAL DEVELOPMENT CORPORATION**

**TO THE CITY COUNCIL OF THE CITY OF UNIVERSITY CITY, MISSOURI:**

We, the undersigned, each being a duly qualified elector of and taxpayer in the City of University City, Missouri, hereby file this Application with the City Council of the City of University City, Missouri, pursuant to the provisions of Chapter 349 of the Revised Statutes of Missouri, seeking permission to form an industrial development corporation of such City for the purpose of developing commercial, industrial, agricultural and manufacturing facilities.

We further file with this Application the form of Articles of Incorporation, attached hereto and made a part hereof, proposed to be used in organizing such industrial development corporation.

We hereby respectfully request the City Council of the City of University City, Missouri, by appropriate resolution, to (i) find and determine that it is wise, expedient, necessary and advisable that the proposed industrial development corporation be formed, (ii) approve this Application, (iii) authorize the undersigned to proceed to form said industrial development corporation for the purpose aforesaid, (iv) approve the form of Articles of Incorporation filed herewith and proposed to be used in organizing said industrial development corporation, and (v) appoint the initial directors of said industrial development corporation.

**DATED** this 6<sup>th</sup> day of February, 2023.

Very truly yours,

Mary V. Schuman

Susan M. Henry

DoroRay Davis

**EXHIBIT B**

**ARTICLES OF INCORPORATION**

**ARTICLES OF INCORPORATION  
OF  
THE INDUSTRIAL DEVELOPMENT AUTHORITY OF UNIVERSITY CITY, MISSOURI**

The undersigned, each being a natural person of the age of eighteen years or more, for the purpose of forming and constituting a public corporation under Chapter 349 of the Revised Statutes of Missouri (the "Industrial Development Corporations Act"), do hereby adopt, make and execute, the following Articles of Incorporation:

1. The names and residences of the applicants and incorporators are as follows:

<u>Names</u>	<u>Addresses</u>
<i>Mary V. Schuman</i>	<i>7006 Maryland Ave</i>
<i>Susan M Smith</i>	<i>7035 Pershing Avenue</i>
<i>David Ray Jones</i>	<i>904 Newhouse Ln</i>

2. Each applicant is an elector of and taxpayer in the City of University City, Missouri.
3. The name of the corporation shall be:

**THE INDUSTRIAL DEVELOPMENT AUTHORITY  
OF UNIVERSITY CITY, MISSOURI**

4. The address of its initial registered office in the State of Missouri is 6801 Delmar Boulevard, University City, Missouri 63130, and the name of its initial registered agent is Gregory Rose.

5. The City Council of the City of University City, Missouri, pursuant to Resolution No. \_\_\_\_\_ adopted on February 13, 2023, has, among other things, found and determined that it is wise, expedient, necessary and advisable that this corporation be formed, has granted permission and authorized the applicants to proceed to form and organize this corporation and has approved these Articles of Incorporation.

6. The principal office of the corporation is in the City of University City, Missouri, and shall be located at 6801 Delmar Boulevard, University City, Missouri 63130.

7. The purposes for which this corporation is organized are to develop, advance, encourage and promote commercial, industrial, agricultural and manufacturing facilities in and about the City of University City, Missouri. Without limiting the generality of the foregoing, the purposes shall include the following:

- (a) To purchase or otherwise acquire, construct, reconstruct, extend, enlarge, improve, furnish, equip, maintain, repair, lease, finance, assign, mortgage, grant a security interest in, sell and otherwise dispose of plants, buildings, structures and facilities, whether or not now in existence, including without limitation the real estate and the fixtures, equipment, machinery and other personal property, tangible or intangible, used or to be used as a factory, assembly plant, manufacturing plant, processing plant, fabricating plant, distribution center, warehouse building, water-borne vessels excepting commercial passenger vessels for hire in a city not within a county built prior to 1950, office building, for-profit or not-for-profit hospital, not-for-profit nursing or retirement facility or combination thereof, physical fitness, recreational, indoor and resident outdoor facilities operated by not-for-profit organizations, commercial or agricultural facility, or facilities for the prevention, reduction or control of pollution; and
- (b) To do and perform any and all other things necessary or desirable with respect to a project or projects (as defined in the Industrial Development Corporations Act, as amended from time to time), or with respect to any other matter, to the extent permitted by, or contemplated by, the Industrial Development Corporations Act, as amended from time to time; and
- (c) In general, to carry on any other business in connection with each and all of the foregoing purposes or incidental thereto; and to have and exercise each and all of the powers and privileges, either direct or incidental, which are given and provided by or are available under the laws of the State of Missouri in respect of corporations organized under the Industrial Development Corporations Act, as amended from time to time.

None of the purposes and powers specified in any of the paragraphs of this Article shall be in any way limited or restricted by reference to or inference from the terms of any other paragraph, and the purposes and powers specified in each of the paragraphs of this Article shall be regarded as independent purposes and powers. The enumeration of specific purposes and powers in this Article shall not be construed to restrict in any manner the general purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of purposes or powers herein shall not be deemed to exclude or in any way limit by inference any purposes or powers which this corporation has power to exercise, whether expressly by the laws of the State of Missouri, now or hereafter in effect, or impliedly by any reasonable construction of such laws.

8. The corporation shall be a nonprofit corporation and no part of the net earnings or other assets of the corporation shall inure to the benefit of any director, contributor, officer or other private individual having, directly or indirectly, any personal or private interest in the activities of the corporation.

9. The corporation shall not have authority to issue capital stock and shall not have any members as such.

10. The duration of the corporation shall be perpetual.

11. 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 the corporation and 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 seven (7) directors, all of whom shall be qualified electors of and taxpayers in the City of University City, Missouri, and shall have

been resident taxpayers thereof for one year immediately prior to their appointment. No director shall be an officer or employee of the City of University City, Missouri. The directors shall be appointed by the City Council of the City of University City, Missouri, in the manner provided in the Bylaws and in accordance with the requirements, if any, of the Industrial Development Corporations Act, as amended from time to time. Directors shall be appointed so that they shall hold office for staggered terms.

12. Neither the directors of this corporation nor any person executing any bonds or notes of the corporation shall be liable personally on such bonds or notes by reason of the issuance thereof. Bonds and notes issued by this corporation shall not be a debt of the City of University City or the State of Missouri, and neither such City or such State shall be liable thereon nor in any event shall such notes or bonds be payable out of any funds or properties other than those acquired for the purposes of the Industrial Development Corporations Act, as amended from time to time, and such bonds and notes shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

13. The corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his or her office or position, and in its Bylaws or otherwise may agree to indemnify and protect any director, officer, employee or agent to the extent permitted by the laws of Missouri.

14. Insofar as it is permitted under the laws of Missouri and except as may be otherwise provided by the Bylaws of the corporation, no contract or other transaction between this corporation and any other firm or corporation shall be affected or invalidated solely by reason of the fact that any director or officer of this corporation is interested in, or is a member, shareholder, director or officer of such other firm or corporation; and any director or officer of this corporation, individually or jointly with one or more other directors or officers of this corporation, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no such contract or transaction shall be invalidated thereby.

15. The Bylaws of the corporation may from time to time be altered, amended, suspended or repealed, or new Bylaws may be adopted, by resolution adopted by a majority of the full Board of Directors at a meeting thereof.

16. At such time as this corporation is dissolved or terminated all assets of the corporation (except insofar as may be necessary for the proper winding up thereof) shall pass to and be vested in the City of University City, Missouri, if then in existence, and if not then in existence, then to its successor or successors; subject, however, to the extent provided in the Industrial Development Corporations Act, as amended from time to time, to the rights of bondholders, noteholders and other creditors of this corporation. No distribution shall be made which would violate the statutes of Missouri then in effect. The foregoing shall constitute the plan of distribution upon dissolution of the corporation.

17. The corporation reserves the right to alter, amend or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter prescribed by the statutes of Missouri and all rights and powers conferred herein are granted subject to this reservation.



**IN WITNESS WHEREOF**, these Articles of Incorporation have been subscribed and acknowledged by each of the undersigned applicants on this 6<sup>th</sup> day of February, 2023, before an officer authorized by the laws of Missouri to take acknowledgements to deeds.

By: Mary V. Schuman  
Name: Mary V. Schuman

By: Susan M. Armstrong  
Name: Susan M. Armstrong

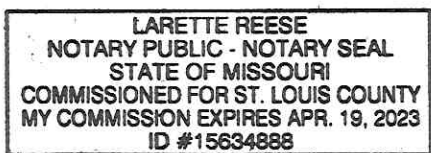
By: Dorothy Davis  
Name: Dorothy Davis

ACKNOWLEDGMENT

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

On this 6<sup>th</sup> day of February, 2023, before me, LaRette Reese, a Notary Public in and for said State, personally appeared Mary V. Schuman, Susan M. Armstrong and Dorothy Davis, known to me to be the persons who executed the within Articles of Incorporation and acknowledged to me that they executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.



Name: LaRette Reese  
Notary Public - State of Missouri  
Commissioned in St. Louis County

[NOTARIAL SEAL]

My commission expires: 4/19/2023