

**AMENDMENT TO THE
AMENDED AND RESTATED BYLAWS OF
FRISCO ECONOMIC DEVELOPMENT CORPORATION**

This AMENDMENT TO THE AMENDED AND RESTATED BYLAWS OF FRISCO ECONOMIC DEVELOPMENT CORPORATION (this "Amendment") has been adopted by the Board of Directors of the Frisco Economic Development Corporation, a public instrumentality and non-profit industrial development corporation (the "Corporation"), pursuant to Chapter 501 of the Texas Local Government Code, known as the Development Corporation Act, as amended from time to time (the "Act"), with the approval of the governing body of the City of Frisco, Texas, a Texas municipal corporation, as evidenced by the Minutes of the Frisco City Council reflecting the adoption of a resolution approving this Amendment, which Minutes are attached hereto as Exhibit "A" and made a part hereof for all purposes. The Corporation's Amended and Restated Bylaws, dated March 21, 2001 (the "Bylaws") are hereby amended in accordance with the following provisions:

1. ARTICLE II, BOARD OF DIRECTORS, Section 1, Powers, Number and Term of Office, Subparagraph (b) is hereby deleted and replaced with the following Subparagraph (b):

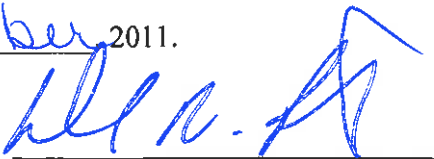
(b) The Board shall consist of seven (7) directors, each of whom, as well as each replacement, shall be appointed by the City Council (the "Council") of the City. The Council shall consider an individual's experience, accomplishments and educational background in appointing members to the Board. The Council shall appoint one Director recommended by the Frisco Independent School District Board of Trustees. The Board may make recommendations of individuals to the Council for appointment to the Board. The Frisco Chamber of Commerce Board of Directors and any other appropriate organization may submit a Director recommendation to the Council. All directors shall be residents of the City of Frisco.

2. This Amendment has been adopted by the Corporation's Board of Directors and effected in conformity with Article VI, Section 2 of the Bylaws and in conformity with the Act. This Amendment is effective as of the date of the Frisco City Council adoption of the resolution approving this Amendment attached hereto as **Exhibit A**.

3. Capitalized terms used in this Amendment, to the extent not otherwise defined herein, shall have the same definitions assigned to such terms in the Bylaws, as amended hereby.


4. Except as expressly amended hereby, all of the terms and provisions of the Bylaws are hereby ratified and confirmed and shall continue in full force and effect.

ADOPTED the 14th day of October 2011.



David Porter, Chair of the Board

Attest:


_____, Secretary of the Corporation