

FILED
In the Office of the
Secretary of State of Texas

MAR 12 2002

Corporations Section

**ARTICLES OF INCORPORATION
OF
SENDERO SPRINGS
HOMEOWNERS ASSOCIATION, INC.**

The undersigned natural person of the age of eighteen (18) years or more, acting as sole incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I.
NAME**

The name of the corporation is SENDERO SPRINGS HOMEOWNERS ASSOCIATION, INC.

**ARTICLE II.
NON-PROFIT CORPORATION**

The corporation is a non-profit corporation.

**ARTICLE III.
DURATION**

The period of the corporation's duration is perpetual.

**ARTICLE IV.
PURPOSES AND POWERS**

The corporation does not contemplate gain or profit to the members thereof, and the corporation is specifically organized to provide for the maintenance, preservation and architectural control of the Lots and Common Areas within certain real property located in Williamson County, Texas (the "**Property**"), known as SENDERO SPRINGS, SECTION ONE, as more particularly described in that certain Declaration of Covenants, Conditions and Restrictions for Sendero Springs recorded as Document No. 2002001226 in the Official Records of Williamson County, Texas, as the same may be amended from time to time (the "**Declaration**"); to levy, assess and collect Assessments as provided in the Declaration; to expend and manage the funds in the performance of the duties of the corporation under the Declaration; to enforce the provisions of the Declaration; and to provide the general overall supervision of the affairs of the Property and any additions

thereto as may hereafter be brought within the jurisdiction of the corporation. The corporation shall exercise all of the powers and privileges and shall perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time and which Declaration is incorporated herein by this reference as if set forth at length, and shall have and exercise all of the powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise. Nothing contained in these Articles shall be construed to authorize the corporation to carry on any activity for the profit of its members.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 211 E. 7th Street, Suite 709, Austin, Texas 78701, and the name of its initial registered agent at such address is David Bodenman.

ARTICLE VI. MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided interest in any Lot (as defined in the Declaration), tract or parcel of land in the Property which is subject by covenants of record to assessment by the corporation, including contract sellers, shall be a member of the corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership and voting rights hereunder shall be appurtenant to and may not be separated from ownership of any Lot, tract or parcel of land in the Property which is subject to assessment by the corporation.

ARTICLE VII. VOTING RIGHTS

The Association shall initially have two (2) classes of voting membership:

Owners (other than Declarant): All Owners (as defined in the Declaration), with the exception of the Declarant (as defined in the Declaration), shall be Class A Members and shall be entitled to one vote for each Lot within the Property (as defined in the Declaration) owned by each such Owner (unless their voting rights have been suspended in accordance with Section 2.8(c) and Section 8.6(f) of the Declaration). When more than one person or entity holds an undivided ownership interest in a portion of a Lot or any part of the Property, all such persons or entities shall be members. The vote for such Lot shall be exercised as provided in the Declaration and bylaws of the

corporation, but in no event shall more than one vote be cast with respect to any one Lot or portion of the Property.

Declarant: The Declarant shall be the Class B Member and shall be entitled to three (3) votes for each Lot owned by the Declarant until the earlier of (i) the date the total number of votes outstanding in the Class A Members equals the total number of votes outstanding in the Class B Member, or (ii) December 31, 2010, and thereafter the Class B Member shall be converted to Class A Member and Declarant shall have only one (1) vote for each Lot owned by Declarant.

No member of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors composed of such number of persons as the bylaws may fix. Until changed by the bylaws, the original number of directors shall be three (3). The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the corporation. The names and addresses of the persons who shall serve as directors of the corporation until their successors are duly elected and qualified are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------|---|
| David Bodenman | 211 E. 7th Street, Suite 709 Austin, Texas 78701 |
| Jeff Simmons | 211 E. 7th Street, Suite 709 Austin, Texas 78745 |
| Shirley Conway | 211 E. 7th Street, Suite 709 Austin, Texas 78745 |

ARTICLE IX. BYLAWS

The initial bylaws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the members, but such power may be delegated by the members to the Board of Directors.

**ARTICLE X.
AMENDMENT**

Amendment of these Articles shall require the assent of not less than two-thirds (2/3) of each class of members of the corporation.

**ARTICLE XI.
DISSOLUTION**

Upon the dissolution of the corporation, which shall require the assent given in writing by not less than two-thirds (2/3) of each class of members of the corporation, the Board of Directors, after paying or making adequate provision for the payment of all of the liabilities of the corporation, shall dispose of all of the corporation's assets in accordance with the provisions of the Declaration and the laws of the State of Texas may permit, notwithstanding any provision to the contrary which may be contained in Article 6.02(3) of the Texas Non-Profit Corporation Act.

**ARTICLE XII.
LIABILITY OF DIRECTORS**

No director shall be liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found liable for:

1. a breach of the director's duty of loyalty to the corporation or its members;
2. an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or its members or an act or omission that involves intentional misconduct or a knowing violation of the law;
3. a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
4. an act or omission for which the liability of the director is expressly provided for by an applicable statute.

Any repeal or modification of this Article by the members of the corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

**ARTICLE XIII.
ACTIONS WITHOUT MEETING**

Any action required by the Texas Non-Profit Corporation Act to be taken at any annual or special meeting of the members or directors, or any action which may be taken at any annual or special meeting of the members, directors or of any committee, may be taken without a meeting, if a consent in writing, set forth in the action to be taken, is signed and dated by a sufficient number of members, directors or committee members (as the case may be), as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voted. Each such written consent shall be executed, each signature dated, and filed with the corporation in the manner required by Article 9.10 of the Texas Non-Profit Corporation Act. A telegram, telex, cablegram, or similar transmission by member, director or member of a committee or a photographic, photostatic, facsimile or similar reproduction of a signature shall be sufficient for purposes of this Article.

**ARTICLE XIV.
FHA/VA APPROVAL**

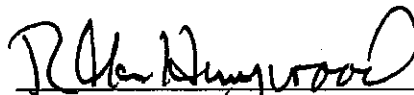
As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration and/or the Veterans Administration if there is a letter of approval in effect from either or both of the Federal Housing Administration and/or the Veterans Administration: annexation of additional property; mergers and consolidations; mortgaging of Common Properties; dedication of Common Properties; amendment of these Articles; or dissolution of the corporation.

**ARTICLE XV.
INCORPORATOR**

The name and street address of the sole incorporator is:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| R. Alan Haywood | 515 Congress Avenue, Suite 2300 Austin, Travis County, Texas 78701 |

EXECUTED BY THE UNDERSIGNED INCORPORATOR on this 12th day of March, 2002.



R. ALAN HAYWOOD