

WILLATT & FLICKINGER
ATTORNEYS AT LAW

2001 NORTH LAMAR • AUSTIN, TEXAS 78705 • (512) 476-6604 • FAX (512) 469-9148

January 10, 2012

Mr. Bill Brooks
Community Association Manager
RealManage
10800 Pecan Park Blvd, Ste. 100
Austin, Texas 78750

Re: Sendero Springs at Brushy Creek Homeowners Association, Inc. - Original Recorded Bylaws, Articles of Incorporation and Articles of Amendment

Dear Bill:

Enclosed for your permanent file is the original recorded Secretary's Certificate recording the Bylaws, Articles of Incorporation and Articles of Amendment with the Williamson County Clerk's Office.

Thank you!

Very truly yours,


Heather Vandever,
Legal Assistant

Enclosure



SENDERO SPRINGS AT BRUSHY CREEK HOMEOWNERS ASSOCIATION, INC.

SECRETARY'S CERTIFICATE

STATE OF TEXAS

COUNTY OF WILLIAMSON


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The undersigned hereby certifies that he is the duly elected, qualified and acting Secretary/Treasurer of Sendero Springs at Brushy Creek Homeowners Association, Inc. a Texas non-profit corporation ("Association") and that:

Attached hereto are true and correct copies of the following Association documents, which have been duly approved and adopted:

- 1. Bylaws
- 2. Articles of Incorporation
- 3. Articles of Amendment

IN WITNESS WHEREOF, the undersigned has executed this certificate on the 21 day of December, 2011.

By: 
 David Bodenman, Secretary/Treasurer
 Board of Directors

STATE OF TEXAS

COUNTY OF WILLIAMSON

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This instrument was acknowledged before me on the 21 day of December, 2011, by David Bodenman, Secretary/Treasurer of the Board of Directors of Sendero Springs at Brushy Creek Homeowners Association, Inc. on behalf of said non-profit corporation.

[SEAL] 
 LOUISE M. ARMSTRONG
 Notary Public
 STATE OF TEXAS
 My Comm. Exp. Oct. 29, 2014


 Notary Public, State of Texas

My Commission Expires: 10.29.2014

AFTER RECORDING RETURN TO:

 Bill Flickinger
 Willatt & Flickinger
 2001 North Lamar
 Austin, Texas 78705

BYLAWS OF
SENDERO SPRINGS
HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is SENDERO SPRINGS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "**Association**." The principal office of the Association shall be located at 211 E. 7th Street, Suite 709, Austin, Texas 78701, but meetings of members and directors may be held at such places within Williamson or Travis County, Texas, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Except as expressly defined herein, all capitalized terms shall have the same meaning as defined in that certain Declaration of Covenants, Conditions and Restrictions for SENDERO SPRINGS, SECTION ONE 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**").

ARTICLE III.
MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held on such date in January of 2002 as may be determined by the Board, and each subsequent regular annual meeting of the Members shall be held on such date in the month of December or January of each year thereafter as may be determined by the Board.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than ten (10) or more than sixty (60) days before such meeting to each member entitled to vote thereat, addressed to the

member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6. Informal Action by Members. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by (i) all Members entitled to vote with respect to the subject matter thereof, or (ii) if the Articles of Incorporation so provide, by a sufficient number of Members as would be necessary to take that action at a meeting at which all of the Members were present and voted. Any such written consent shall be executed, dated, and filed with the Association in the manner required by Article 1396-9.10 of the Texas Non-Profit Corporation Act.

Section 7. Voting Members' List for Meeting. After fixing a record date for the notice of a meeting, the Association shall prepare an alphabetical list of the names of all its voting Members who are entitled to notice of the meeting. This list must show the address and number of votes each voting Member is entitled to cast at the meeting. The Association shall maintain, through the time of the Members' meeting, a list of Members who are entitled to vote at the meeting but are not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of voting Members.

Section 8. Inspection of Voting Members' List. Not later than two (2) business days after the date notice is given of a meeting for which a list was prepared, as provided by Section 7, and continuing through the meeting, the list of voting Members must be available for inspection by any Member entitled to vote at the meeting for the purpose of communication with other Members concerning the meeting at the Association's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A voting Member or voting Member's agent or attorney is entitled on written demand to inspect and, subject to the limitations of Section B, Article 1396-2.23 of the Texas Non-Profit Corporation Act, to copy the list at a reasonable time and at the Member's expense during the period it is available for inspection.

Section 9. List of Voting Members Available at Meeting. The Association shall make the list of voting Members available at the meeting, and any voting Member or voting Member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

Section 10. Proof of Ownership. Except for Declarant, any person who purchases a Lot, following such purchase, shall furnish to the Board a true and correct copy of the original or a certified copy of the recorded instrument vesting that person with an interest or ownership in said Lot, which copy shall remain in the files of the Association. A Member shall not be deemed to be in good standing nor shall be entitled to vote at any annual or special meeting of Members unless this requirement first is met.

Section 11. Registration of Mailing Address. Each Owner shall have one and the same registered mailing address to be used by the Association for mailing of statements, notices, demands and all other communications, and such registered address shall be the only mailing address of such Owner to be used by the Association, provided that when two (2) or more persons or entities hold individual interests in any Lot, each such person and/or entity may receive such statements, notices, demands and all other communications at the registered mailing address furnished to the Association by such person or entity. Upon transfer of title, the registered address of the new Owner(s) shall be furnished to the Board. Any registered address furnished to the Board shall be in written form and signed by all of said Owners of the applicable Lot or by such persons as are authorized by law to represent the interest of such Owners. A change of address shall be effective fifteen (15) days after the Board receives notice of such change.

ARTICLE IV. BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number, Powers. The affairs of this Association shall be managed by a Board of three (3) directors, who need not be Members of the Association. The Board of Directors (sometimes herein referred to as the "**Board**"), shall have the powers and duties necessary for the administration of the affairs of the Association and for the operation and maintenance of the Subdivision in the manner required by the Declaration. The Board's powers and duties expressly include all powers and duties of the Association as described in the Declaration, which description is incorporated by reference, together with all powers and duties incidental thereto, regardless of whether specifically enumerated in the Declaration or elsewhere. The Board may do all such acts and things except as by law or by these Bylaws or by the Declaration may not be delegated to the Board.

Section 2. Term of Office. At the first annual meeting, the Members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the Members shall elect one director for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association who are entitled to vote. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Vacancies. Any vacancy in the Board caused by death, resignation or disqualification (i.e., by any reason other than the removal of a Director in accordance with Section 3 above), shall be filled by the unanimous vote of the remaining members of the Board within thirty (30) days after such vacancy. Each person so elected shall be a Director until a successor is elected at the next annual meeting of the Members of the Association.

Section 5. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-Members.

Section 2. Election. Election to the Board of Directors shall be by vote of the Members. Upon the request of at least one-fourth (1/4) of all of the votes of the Class A membership, such vote shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

- (b) suspend the voting rights and the right to use the Common Properties of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association as provided in the Declaration;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) accept, own, operate and maintain the Common Properties;
- (b) as more fully provided in the Declaration, to:
 - (1) fix the amount of the regular annual assessment against each Lot or portion of the Property covered by the Declaration;
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (c) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (d) procure and maintain adequate liability and hazard insurance on the Common Properties and any property owned by the Association;
- (e) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

- (f) cause all real and personal property taxes and other taxes and assessments levied upon or with respect to any property owned by the Association and any Common Properties, to the extent that such taxes and assessments are not levied directly upon the Owner of any Lot on which an easement for any Common Properties is located to be paid;
- (g) obtain and maintain in effect policies of insurance which, in the opinion of the Board of Directors, are reasonably necessary or appropriate to carry out the functions of the Association;
- (h) make, establish, promulgate, and in its discretion amend or repeal and reenact, such rules not in conflict with the Declaration or these Bylaws as it deems proper, covering any and all aspects of its functions, including the use and occupancy of any Common Properties;
- (i) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Members who are entitled to vote;
- (j) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed; and
- (k) carry out and enforce all duties of the Association set forth in the Declaration.

ARTICLE VIII. OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the initial organizational meeting and at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes. He shall have all of the general powers and duties which are usually vested in the office of president of a Texas non-profit corporation, including but not limited to, the power to appoint committees from among the Members from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Association or as may be established by the Board or by the Members at any regular or special meetings.

Vice-President

(b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Indemnification. To the maximum extent permitted by Article 1396-2.22A of the Act (without regard, however, to Section Q of such Article), the Association shall indemnify any person who is or was a director or officer of the Association against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by such person in connection with a proceeding (as defined in Article 1396-2.22A) because of that person's service or status as a director or officer. Further, the Association shall pay or reimburse reasonable expenses incurred by a director or officer who was, is or is threatened to be made a party in a proceeding, in advance of the final disposition of the proceeding, to the maximum extent permitted by Article 1396-2.22A; provided, however, that payment or reimbursement of expenses pursuant to the procedures set out in Section K of Article 1396-2.22A may be conditioned upon a showing, satisfactory to the Board of Directors in its sole discretion, of the financial ability of the officer or director in question to make the repayment referred to in such Section. Further, the Association may indemnify, and may reimburse or advance expenses to or purchase and maintain insurance or any other arrangement on behalf of, any person who is or was a director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, director, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, in connection with any liability asserted against such person because of such service or status, to such further extent, consistent with Article 1396-2.22A and other applicable law, as the Board of Directors may from time to time determine. The provisions of this Section shall not be

deemed exclusive of any other rights to which any such person may be entitled under any bylaw, agreement, insurance policy, or otherwise. No amendment, modification or repeal of this Section shall in any manner terminate, reduce or impair the right of any person to be indemnified by the Association in accordance with the provisions of this Section as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

Section 2. Other. The Members, Board, officers or representatives of the Association shall enter contracts or other commitments as agents for the Association, and they shall have no personal liability for any such contract or commitment (except such liability as may be ascribed to them in their capacity as Owners).

ARTICLE X. COMMITTEES

The Association shall appoint an Architectural Control Committee, when authorized and as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI. BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XII. ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum or the maximum legal rate, whichever is lesser, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable

attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Properties or abandonment of the Lot or portion of the Property owned by him.

**ARTICLE XIII.
AMENDMENTS**


Section 1. Amendment. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that if there is a valid Federal Housing Administration or Veterans Administration letter of approval in effect, the Federal Housing Administration or Veterans Administration, as applicable, shall have the right to veto amendments while there is a Class B membership.

Section 2. Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

**ARTICLE XIV.
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.


IN WITNESS WHEREOF, we, being all of the directors of the Association, have hereunto set our hands this 1st day of April, 2002.



David Bodenman



Jeff Simmons



Shirley Conway

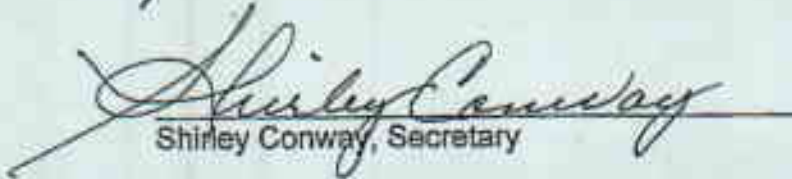
CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and Secretary of Sendero Springs Homeowners Association, Inc., a Texas non-profit corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted by a Consent of Directors dated the 1st day of April, 2002.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 1st day of April, 2002.


Shirley Conway, Secretary

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.
FHAVA 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

FILED
In the Office of the
Secretary of State of Texas
JUL 31 2009
Corporations Section

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

The undersigned, being all of the Directors of Sendero Springs Homeowners Association, Inc., pursuant to Art. 1396-4.02(A)(4)(d) of the Texas Non-Profit Corporation Act hereby adopt the following Articles of Amendment:

**ARTICLE 1
NAME**

The name of the corporation is currently, SENDERO SPRINGS HOMEOWNERS ASSOCIATION, INC. as set forth in the Articles of Incorporation filed with the Secretary of State of Texas on March 12, 2002 (Filing Number 800064437).

**ARTICLE 2
CHANGE OF CORPORATE NAME, CHANGING A GEOGRAPHICAL
ATTRIBUTION TO THE NAME**

The name of the corporation is hereby changed to SENDERO SPRINGS AT BRUSHY CREEK HOMEOWNERS ASSOCIATION, INC.

**ARTICLE 3
ADOPTION BY BOARD OF DIRECTORS**

These Articles of Amendment have been adopted by the Board of Directors of the corporation by unanimous consent, without member approval, pursuant to Art. 1396-4.02(A)(4)(d) of the Texas Non-Profit Corporation Act.

These Articles of Amendment are executed on June 25, 2009.



Ed Orlin, Director



Jason Mongaras, Director



David Bodenman, Director

JIRM:non-sendero
6/16/09

**FILED AND RECORDED
OFFICIAL PUBLIC RECORDS 2011088785**

Nancy E. Rister

12/30/2011 03:57 PM

CPHELPS \$88.00

NANCY E. RISTER, COUNTY CLERK
WILLIAMSON COUNTY, TEXAS