

JUL 20 1981

ARTICLES OF INCORPORATION OF THE
TONKAWA SPRINGS HOME OWNERS ASSOCIATION, INC.

CLERK III
Corporation Division

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following articles of incorporation of such corporation:

ARTICLE I

The name of the corporation is Tonkawa Springs Home Owners Association, Inc., hereinafter referred to as the "corporation" or "TSHOA."

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are: To provide for the maintenance, preservation, and architectural control of the residential lots and the maintenance, preservation, and architectural control of the TSHOA-owned areas within Tonkawa Springs and Tonkawa Village I, two tracts of land described in the plat of record recorded in Volume 12, Pages 50 through 52, and Volume 12, Pages 53 through 55, Williamson County Subdivision Records, or any other areas created by the dedication of additional property to the subdivision by the developer and to promote the health, safety, and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(A) Exercise the powers and privileges and to perform all of the duties and obligations as set forth in those restrictions applicable to the property and recorded in

Volume 672, Page 619 and Volume 712, Page 672, Deed Records, Williamson County, Texas, copies of which are appended as a part of these articles of incorporation;

(B) Fix, levy, collect, and enforce payment by any lawful means all charges or assessments pursuant to the terms of the restrictions, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of TSHOA, including all licenses, taxes, or governmental charges levied or imposed against the property of the TSHOA;

(C) Provide for the acquisition, construction, management, maintenance, and care of TSHOA property;

(D) Borrow money and, with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for borrowed money or debts incurred;

(E) Dedicate, sell, or transfer all or any part of property owned by TSHOA to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; except that no such dedication nor transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members authorizing the Directors to act in behalf of the members for the purpose of accomplishing such dedication, sale, or transfer;

(F) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common areas for the benefit of TSHOA, provided that any such

merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of the members;

(G) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have to exercise.

ARTICLE V

The street address of the initial registered office of the corporation is 109 E. Main St., Round Rock, Texas 78664, and the name of its initial registered agent at such address is the law offices of Maschal and McNery.

ARTICLE VI

Every natural person who is a resident home owner of a fee or undivided fee interest in any lot which is subject by covenants of record as to assessment of TSHOA shall be a member of TSHOA. Memberships shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VII

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Paul Hill	3500 Arrowhead Circle Round Rock, Texas
Jane DiGesualdo	3406 Arrowhead Circle Round Rock, Texas
Grayce Broadway	3202 Quarry Creek Round Rock, Texas
Les Shroyer	311 Sam Bass Road Round Rock, Texas

ARTICLE VIII

The Association shall have one class of voting membership.

Each household shall be entitled to two (2) votes upon matters submitted to a vote of the general membership. Each member of the board of directors is entitled to one (1) vote upon matters submitted to a vote of the board of directors.

ARTICLE IX

The affairs of TSHOA shall be managed by a board of eleven directors, all of whom must be members of TSHOA. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Paul Hill	3500 Arrowhead Circle Round Rock, Texas
Jane DiGesualdo	3406 Arrowhead Circle Round Rock, Texas
Grayce Broadway	3202 Quarry Creek Round Rock, Texas
Les Shroyer	3111 Sam Bass Road Round Rock, Texas
Wayne Laymon	3108 Fox Hollow Round Rock, Texas
Betty Thomas	3507 Arrowhead Circle Round Rock, Texas
Laurie O'Sickey	3204 Quarry Creek Round Rock, Texas
John Noid	3611 Arrowhead Circle Round Rock, Texas
Bill Petersen	3305 Arrowhead Circle Round Rock, Texas
Shelly Leffingwell	3607 Arrowhead Circle Round Rock, Texas
Joyce Pollacia	3703 Arrowhead Round Rock, Texas

The board of directors shall be constituted by the officers and standing committee chairmen of the corporation. The term of office for directors and officers shall be one year. No director or officer shall be paid a salary.

ARTICLE X

No part of the net earnings of TSHOA shall inure (other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any member of TSHOA or individual.

ARTICLE XI

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (75%) of all members. Upon dissolution of TSHOA, other than incident to a merger or consolidation, the assets of TSHOA shall be dedicated to an appropriate public agency to be used for purposes similar to those for which TSHOA was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization to be voted to such similar purposes

ARTICLE XII

Amendment of these articles shall require the assent given in writing and signed by not less than seventy-five per cent (75%) of the entire membership.

IN WITNESS HEREOF, we have hereunto set our hands, this ..12. day of July....., 1981.

..... Paul Hill
Paul Hill
..... Jane DiGesualdo
Jane DiGesualdo
..... Grayce Broadway
Grayce Broadway
..... Les Shroyer
Les Shroyer

THE STATE OF TEXAS X
COUNTY OF WILLIAMSON X

I, the undersigned Notary Public, do hereby certify on this 17th day of July, 1981, personally appeared before me Haul Hill, who being by me first duly sworn declared that he is the person who signed the foregoing documents as incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 17th day and year written above.



[Signature]
Notary Public in and for
Williamson County, Texas
Commission expires 4/3/84

THE STATE OF TEXAS X
COUNTY OF WILLIAMSON X

I, the undersigned Notary Public, do hereby certify on this 17th day of July, 1981, personally appeared before me Jane DiGesualdo, who being by me first duly sworn declared that she is the person who signed the foregoing documents as incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 17th day and year written above.

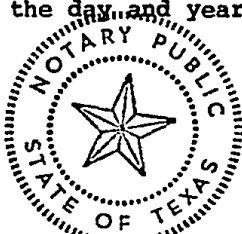


[Signature]
Notary Public in and for
Williamson County, Texas
Commission expires 4/3/84

THE STATE OF TEXAS X
COUNTY OF WILLIAMSON X

I, the undersigned Notary Public, do hereby certify on this 17th day of July, 1981, personally appeared before me Grayce Broadway, who being by me first duly sworn declared that she is the person who signed the foregoing documents as incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 17th day and year written above.



[Signature]
Notary Public in and for
Williamson County, Texas
Commission expires 4/3/84

THE STATE OF TEXAS X

COUNTY OF WILLIAMSON X

I, the undersigned Notary Public, do hereby certify on this 18 day of July, 1981, personally appeared before me Les Shroyer, who being by me first duly sworn declared that he is the person who signed the foregoing documents as incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year written above.



Richard D. ...
Notary Public in and for
Williamson County, Texas

Commission expires 4/3/84