

ARTICLES OF INCORPORATION
OF
GUILBEAU PARK OWNER'S ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas
JUL 12 1984
Clerk of
Corporations Section

In compliance with the requirements of the Texas Non-Profit Corporation Act, Tex. Rev. Civ. Stat. Ann., Art. 1396 - 1.01 et. seq. (Vernon 1980), the undersigned, all of whom are residents of Bexar County, Texas, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a non-profit corporation and do hereby certify:

ARTICLE I

The name of the corporation is GUILBEAU PARK OWNER'S ASSOCIATION, INC. hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 401 Isom Road, Suite 110, San Antonio, Texas 78216.

ARTICLE III

Larry Thomas, whose address is 401 Isom Road, Suite 110, San Antonio, Texas 78216, is hereby appointed the initial registered agent of the Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and improvement of the Common Area (as that term is defined by the "Declaration of Restrictive Covenants and Conditions of Guilbeau Park, Unit II", recorded in Volume 3127, Page 690-707 of the Official Public Records of Real Property of Bexar County, Texas, said Declaration being hereinafter referred to as the "Declaration"), such Common Area initially being out of the following described property (the "Property"):

Guilbeau Park, Unit II, according to a map or plat recorded in Volume 9505, Page 101-104, Plat Records of Bexar County, Texas,

the maintenance of the entry islands to Guilbeau Park located on

VOL 8269 PG 0132

Caen and to the north and south of New Guilbeau Road and to promote the health, safety and welfare of the residents within the Property and any additional properties as may hereafter be brought within the jurisdiction of this Association and for these purposes to:

- (a) exercise all of the powers and privileges and to 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 as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money and, with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area as provided in the Declaration;
- (g) to indemnify its directors, officers, employees and agents and to purchase and maintain liability insurance for those persons as, and to the fullest extent, permitted by Article 1396-2.22 of the Texas Non-Profit Corporation Act, as now or hereafter amended; and
- (h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

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

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Developer and shall be entitled to one vote for each Lot owned. If more than one person should hold an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 1989.

Notwithstanding the above, the Class B membership shall be revived automatically upon the annexation of any part of the additional land shown on the plat attached hereto as Exhibit "A", but in such event the Class B membership shall terminate automatically on the fifth anniversary date of such annexation.

Successive annexation, however, shall revive the Class B membership in accordance with the provision of this paragraph. If not terminated earlier, Class B membership shall terminate on April 1, 1994.

ARTICLE VII

BOARD OF DIRECTORS AND INCORPORATORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the incorporators, who are also to act in the capacity of directors until the selection of their successors, are:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|------------------------------------------------------|
| Larry J. Thomas | 401 Isom Road, Suite 110 San Antonio, Texas 78216 |
| C. Donald Ryden, Jr. | 401 Isom Road, Suite 110 San Antonio, Texas 78216 |
| Lanelle T. Thomas | 401 Isom Road, Suite 110 San Antonio, Texas 78216 |

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.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLES XI

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 or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 9th day of July, 1984.

Larry J. Thomas
LARRY J. THOMAS

C. Donald Ryden, Jr.
C. DONALD RYDEN, JR.

Lanelle T. Thomas
LANELLE T. THOMAS

SWORN TO AND SUBSCRIBED BEFORE ME, on this 9th day of July, 1984.

My commission expires:

LINDA J. CAROLAN
NOTARY PUBLIC
MY COMMISSION EXPIRES
FEBRUARY 13, 1985.

Linda J. Carolan
Notary Public, State of Texas
Linda J. Carolan
Notary's printed name

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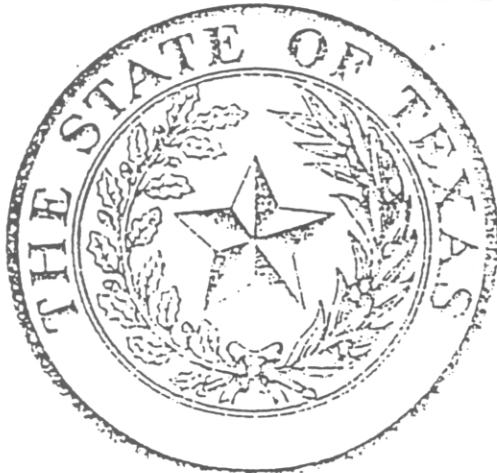
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF INCORPORATION
OF

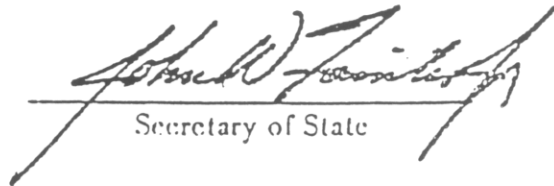
GUILBEAU PARK OWNER'S ASSOCIATION, INC.
CHARTER NO. 712470

The undersigned, as Secretary of State of the State of Texas, hereby certifies that duplicate originals of Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated July 12, 19 84.




Secretary of State

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