



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:


WOODS OF WESTLAKE HEIGHTS OWNERS ASSOCIATION, INC.
FILE NO. 1267371-1

ARTICLES OF INCORPORATION

APRIL 15, 1993



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on June 22, 1999.

 DLM

Elton Bomer
Secretary of State

APR 15 1993

Corporations Section

ARTICLES OF INCORPORATION

OF

WOODS OF WESTLAKE HEIGHTS OWNERS ASSOCIATION, INC.

The undersigned natural person of the age of eighteen 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.

The name of the corporation is **Woods of Westlake Heights Owners Association, Inc.**

ARTICLE II.

The corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The street address of the initial registered office of the corporation is 1101 Capital of Texas Highway South, Building D, Suite 200, Austin, Travis County, Texas 78746, and the name of its initial registered agent at such address is Peter A. Dwyer.

ARTICLE V.

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in 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 residences 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>
Peter A. Dwyer	1101 Capital of Texas Highway South, Building D, Suite 200 Austin, Texas 78746
Robert Johnson	1613 Capital of Texas Highway South, Suite 202 Austin, Texas 78746
Rick Triplett	515 Congress Avenue, Suite 2300 Austin, Texas 78701

ARTICLE VI.

The corporation shall have members. The membership of the corporation shall be determined as provided in the bylaws, and such bylaws shall define the voting rights, powers and privileges of the members.

ARTICLE VII.

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

ARTICLE VIII.

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 IX.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the corporation's assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or as are described in Section 170(c)(1) or (2) of the Code or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be charged with a charitable public trust and shall be thereafter administered and applied to public charitable purposes by a trustee or trustees to be appointed pursuant to law by a court of competent jurisdiction.

ARTICLE X.

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;

(2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation 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 by an applicable statute.

Any repeal or modification of this Article 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.

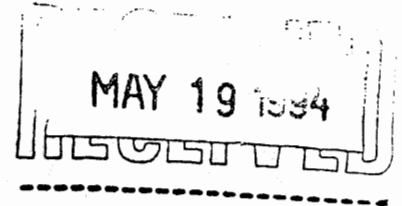
ARTICLE XI.

The name and street address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Rick Triplett	515 Congress Avenue Suite 2300 Austin, Texas 78701

EXECUTED BY THE UNDERSIGNED INCORPORATOR on this 15th day of
April, 1993.

Rick Triplett
Rick Triplett, Incorporator



The State of Texas
Secretary of State

CERTIFICATE OF AMENDMENT

FOR

WOODS OF WESTLAKE HEIGHTS OWNERS ASSOCIATION, INC.
CHARTER NUMBER 01267371

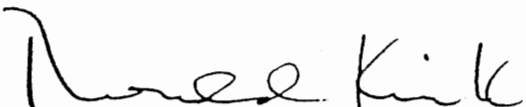
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE
NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF AMENDMENT.

DATED MAY 6, 1994

EFFECTIVE MAY 6, 1994

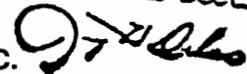



Secretary of State

FILED
In the Office of the
Secretary of State of Texas

MAY 06 1994

Corporations Section



ARTICLES OF AMENDMENT
OF
WOODS OF WESTLAKE HEIGHTS OWNERS ASSOCIATION, INC.

Pursuant to the provisions of article 1396-4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following articles of amendment:

ARTICLE ONE

The name of the corporation is **Woods of Westlake Heights Owners Association, Inc.**

ARTICLE TWO

The following amendment to the articles of incorporation was adopted on February 28, 1994.

Article XI. is added to read as follows:

ARTICLE XI.

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 or directors or of any committee, may be taken without a meeting, if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors or committee members 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, dated, and filed with the corporation in the manner required by Article 9.10 of the Texas Non-Profit Corporation Act.

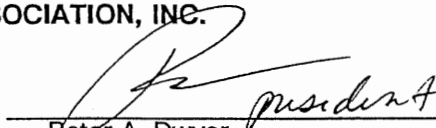
ARTICLE THREE

The amendment was adopted in the following manner:

All the members of the Corporation entitled to vote on said amendment have signed a consent dated February 28, 1994, in writing adopting said amendment.

Dated: February 28, 1994.

**WOODS OF WESTLAKE HEIGHTS HOMEOWNERS
ASSOCIATION, INC.**

By: 
Peter A. Dwyer
President