

**ARTICLES OF INCORPORATION
OF
BRATTON HILL OWNERS' ASSOCIATION, INC.
(A Texas Non-Profit Corporation)**

FILED
In the Office of the
Secretary of State of Texas
AUG 06 1997
Corporations Section

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

ARTICLE I

Name

The name of the Corporation is BRATTON HILL OWNERS' ASSOCIATION, INC. hereinafter called the "Association".

ARTICLE II

Non-Profit Corporation

The Association is a non-profit corporation.

ARTICLE III

Duration

The period of its duration is perpetual.

ARTICLE IV

Purposes and Powers

1. The purpose or purposes for which said Association is organized are to promote the objectives of the developer, Bratton Hill Development, L. P., a Texas limited partnership, and its successors and assigns, and for the benefit and betterment of the residents and property owners in the Bratton Hill Subdivisions, a planned community in Travis County, Texas, which are or hereafter become subject to The Bratton Hill Master Declaration of Covenants, Conditions and Restriction dated March 3, 1997, recorded in Volume 12898, Pages 1111-1137, Real Property Records, Travis County, Texas, and any amendments or supplements thereto (the "Declaration").

2. The Association shall be empowered to:

- a. exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration and same may be supplemented or amended from time to time as therein provided;
- 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 and governmental charges levied or imposed against the property of the Association and to make disbursements, expenditures and payments on behalf of the Association's members as required by the Declaration and the By-Laws of the Association; and to hold as agent for said Association members' reserves for periodic repairs and capital improvements to be made as directed by the Association's Board of Directors;
- c. acquire by gift, purchase or otherwise, to own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or to otherwise dispose of real or personal property in connection with the affairs of this Association subject to the limitations set forth in the Declaration;
- d. borrow money, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred subject to the limitations set forth in the Declaration;
- e. dedicate, sell or transfer all or any part of the common properties owned by the Association to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Association's Board of Directors;
- f. contract with the appropriate governmental authorities regarding the construction, maintenance, repair and replacement of landscape and irrigation improvements for any public right-of-way within or abutting the above-described subdivisions;
- g. participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area as provided by the Bylaws and the Declaration; and
- h. have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas by law may now or hereafter have or exercise.

3. The Association is a non-profit corporation, without capital stock, organized solely for the purposes specified in this Article IV; and no part of its property, whether income or principal shall ever inure to the benefit of any Director, officer, or employee of the Association, or of any

individual having a personal or private interest in the activities of the Association, nor shall any such Director, officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the Association except a reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out one (1) or more of its stated purposes. The Association shall not engage in, and none of its funds or property shall be devoted to carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE V

Membership

Every record owner, whether one or more persons or entities of title to any developed or undeveloped lot or lots subject, by covenants of record, to assessment by the Association, including, contract sellers, developers and builders, shall be a voting 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. Any mortgagee or lienholder who acquires title to any lot which is a part of the above-described property, to the extent that the lot or lots are subject to the provisions of the Declaration, through judicial or non-judicial foreclosure, shall be a member of the Association.

ARTICLE VI

Voting Rights

The voting rights of various members of the Association shall be in accordance with the Declaration.

ARTICLE VII

Registered Agent

The street address of the initial registered office of the Association is Bratton Hill Management Corporation, 9099 Research Blvd., Austin, Texas 78758 and the name of its initial registered agent at such address is Vivian Kendrick.

ARTICLE VIII

Board of Directors

The number of directors constituting the initial Board of Directors is three (3). The directors need not be members of the Association. The names and addresses of the persons who are to serve as the initial directors are as follows:

<u>NAME</u>	
Vivian Kendrick	9099 Research Boulevard Austin, Texas 78758
Barry Kendrick	9099 Research Boulevard Austin, Texas 78758
Bill Burba	9099 Research Boulevard Austin, Texas 78758

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Glenn K. Weichert	Dunagan Weichert Houston 1120 Capital of Texas Highway South Building III, Suite 200 Austin, Texas 78746

ARTICLE X

Limitation of Liability

No director of the Association shall be personally liable to the Association 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 for (1) breach of a director's duty of loyalty to the Association, (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (3) a transaction from which a 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 a director is expressly provided for by statute. Neither the amendment nor repeal of this Article shall eliminate or reduce the effect

of this Article in respect of any matter occurring, or any cause of action, suite or claim that, but for this Article, would accrue or arise, prior to such amendment or repeal. If the Texas Non-Profit corporation Act or the Texas Miscellaneous Corporation Laws Act is hereinafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Texas Non-Profit corporation Act or the Texas Miscellaneous Corporation Laws Act, as so amended from time to time.

ARTICLE XI

Amendment

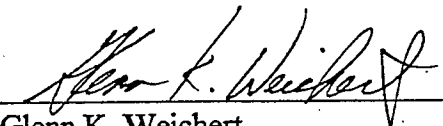
Amendment of these Articles shall require the assent of two-thirds (2/3) of the votes of the Association.

ARTICLE XII

Dissolution

The Association may be dissolved with the written consent of 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 held and owned by the members proportionately as tenants in common according to the number of lots owned.

IN WITNESS WHEREOF, I hereunto set my hand this the 21st day of May, 1997.

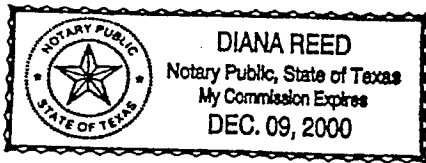

Glenn K. Weichert

STATE OF TEXAS

§
§
§

COUNTY OF TRAVIS

I, Diana Reed, a Notary Public, do hereby certify that on the 21st day of May, 1997, personally appeared Glenn k. Weichert, being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator and that the statements therein contained are true.



Diana Reed

Notary Public in and for the State
of Texas

Diana Reed

Printed name of notary
My commission expires Dec. 09, 2000



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

BRATTON HILL OWNERS' ASSOCIATION, INC.
CHARTER NUMBER 01456165

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION 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 INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED AUG. 6, 1997

EFFECTIVE AUG. 6, 1997



A handwritten signature in black ink, appearing to read "Antonio O. Garza, Jr.", written over a horizontal line.

Antonio O. Garza, Jr., Secretary of State



The State of Texas

Secretary of State

NOV. 5, 1998

HARDER PROPERTIES, INC.
3432 GREYSTONE, #202
AUSTIN ,TX 78731

RE:
BRATTON HILL OWNERS' ASSOCIATION, INC.
CHARTER NUMBER 01456165-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR CHANGE OF REGISTERED AGENT OR REGISTERED OFFICE, OR BOTH.

THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES AND THE ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



A handwritten signature in cursive script, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State