



The State of Texas

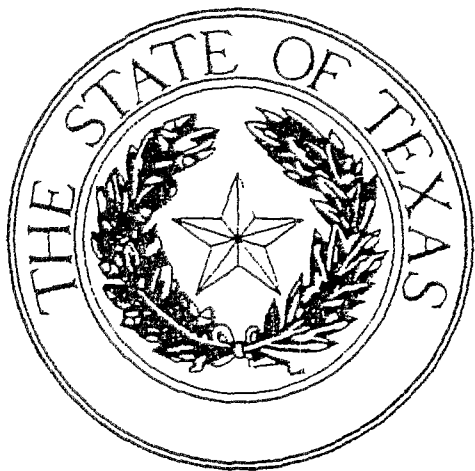
SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

THE OAKLANDS OWNERS ASSOCIATION, INC.
CHARTER #1098628-00

were filed in this office and a certificate of incorporation was issued on
DECEMBER 23, 1988;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*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 28, 1996.*

Antonio O. Garza, Jr.
Secretary of State

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ARTICLES OF INCORPORATION

OF

THE OAKLANDS OWNERS ASSOCIATION, INC.
(A Texas Non-Profit Corporation)

Williamson County, Texas

FILED
In the Office of the
Secretary of State of Texas

DEC 23 1988

Clerk I-B
Corporations Section

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

ARTICLE I

Name

The name of the corporation is THE OAKLANDS OWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II

Non-Profit Corporation

The Association is one which does not contemplate pecuniary gain or profit to the Members (defined below) thereof, and it is organized solely for a non-profit purpose.

ARTICLE III

Duration

The period of the duration of the Association is perpetual.

ARTICLE IV

Purposes and Powers

The primary purposes for which the Association is organized are as follows:

- (a) to own, govern, improve, operate and maintain the Common Area (as defined in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for The Oaklands, which has been or shall be filed of record in the Official Records of Williamson County, Texas (the "Declarations")) located in The Oaklands, Section One-A, Section One-B, Section Two, Section Three-A and Section Three-B ("The Oaklands"), subdivisions in Williamson County, City of Round Rock, Texas, more particularly described in Exhibit "A" attached hereto and incorporated herein for all purposes as if set forth in full, and any and all other property which is accepted by this Association for similar purposes (the Common Area and such other property are hereinafter referred to as the "Property");
- (b) to carry out and enforce all duties of the Association set forth in the Declarations; and
- (c) to promote the common good, health, safety, and general welfare of the residents of The Oaklands.

The general powers and rights of the Association are as follows:

- (a) to exercise all powers of a Texas non-profit corporation, subject to any limitations set forth in these Articles, the Bylaws of the Association, or the Declarations;
- (b) to exercise all of the powers and privileges and

perform all of the duties and obligations of the Association as set forth in the Declarations, as amended from time to time, the Declarations being incorporated hereby reference for all purposes;

- (c) to enforce the Bylaws of The Oaklands Owners Association, Inc., as amended from time to time (the "Bylaws"), and any rules and regulations of the Association;
- (d) to affix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declarations; to contract for and pay all expenses in connection with the maintenance, landscaping, utilities, materials, supplies and services relating to the Property and facilities thereon; to employ personnel reasonably necessary for administration and control of the Property, including property manager(s), lawyers and accountants where appropriate; and to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes and other governmental charges which are or would become a lien on any portion of the Property of this Association;
- (e) to acquire (by purchase, grant, gift or otherwise), annex and merge, 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 the Association, subject to the limitations set forth

in the Declarations;

- (f) after attaining the Break-Even Budget (as that term is defined in the Declarations), to borrow money, to mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred as necessary to promote the purposes of the Association and to perform the duties and obligations of the Association, subject to any limitations set forth in the Declarations; and
- (g) to act in the capacity of principal, agent, joint venturer, partner or otherwise for proper Association purposes.

The foregoing statements shall be construed as statements both of purposes and of powers, and the purposes and powers in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE V

Initial Board of Directors

The Initial Board of Directors of the Association shall consist of three (3) voting members; thereafter, the number of directors of the Association (voting and advisory) shall be fixed in accordance with the Bylaws. The names, addresses and terms of

the persons who are to serve as the Initial Board of Directors are as follows:

<u>NAME OF VOTING DIRECTORS</u>	<u>ADDRESS</u>
GLEN A. DAVIS	c/o Olney Savings and Loan Association 201 West Eighth Street Austin, Texas 78701
ALLEN CLARK	c/o NCNB Texas National Bank P.O. Box 908 Austin, Texas 78781
BILLY BUSCH	c/o Franklin Federal Bancorp P.O. Box 1723 Austin, Texas 78767

ARTICLE VI

Membership

The qualifications for membership in the Association, along with the appurtenant voting rights and other privileges due Owners (as defined in the Declarations) of Lots (as defined in the Declarations) in The Oaklands, shall be as set forth in the Declarations and the Bylaws. Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot shall be a Member (herein so called) 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 any ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII

Indemnification

The Association shall indemnify any person who was or is a

party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director, officer, committee member, employee, servant, or agent of the Association against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by such person in connection with such action, suit, or proceeding if it is found and determined by the Board of Directors of the Association or a court that such person: (i) acted in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Association; or (ii) with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by settlement, or upon a plea of Nolo Contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith or in a manner reasonably believed to be in, or not opposed to, the best interests of the Association, or, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful. The Board may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee, servant, or agent of the Association, against any liability asserted against such person or incurred by such person in any such capacity, or arising out of the status of such person as such, whether or not the Association would have the power to indemnify such person against

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such liability hereunder or otherwise.

ARTICLE VIII

Liability of Director

To the fullest extent permitted by the laws of the State of Texas as the same exist or may hereafter be amended, a Director of the Association shall be free of liability to the Association or its Members for monetary damages for an act or omission in the Director's capacity as a Director.

ARTICLE IX

Non-profit Status

The Association is a non-profit corporation, without capital stock, organized solely for the purposes specified in 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.

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ARTICLE X

Registered Office and Registered Agent

The street address of the initial registered office of the Association is 712 Congress Avenue, Austin, Texas 78701 and the name of its initial registered agent at such address is Billy Busch.

ARTICLE XI

Dissolution

The Association may be dissolved with the assent given in writing and signed by (i) any and all Co-Declarants (as that term is defined in the Declarations) still owning one or more Lots in The Oaklands; and (ii) the Owners of at least eighty percent (80%) of the Lots in The Oaklands (other than Lots owned by Co-Declarants). In the event of liquidation, dissolution or winding up of the Association, whether voluntary or involuntary, the Directors shall dispose of the Property and assets of the Association in such manner as they, in the exercise of their discretion (as set out in the Declarations), deem appropriate; provided, however, that such disposition shall be in the furtherance of the objectives and purposes for which the Association is formed, and shall not accrue to the benefit of any Director of the Association or any individual having a personal or private interest in the affairs of the Association or any organization which engages in any activity in which the Association is precluded from engaging.

ARTICLE XII

Amendment

Amendment of these Articles shall require the assent of (i) any and all Co-Declarants (as defined in the Declarations) still owning one or more Lots in The Oaklands; and (ii) the Owners of at least eighty percent (80%) of the Lots in The Oaklands (other than Lots owned by Co-Declarants).

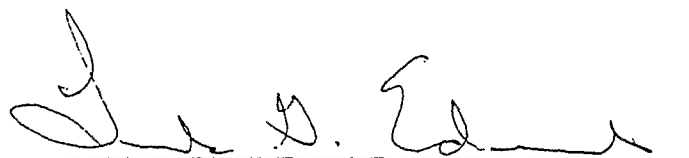
ARTICLE XIII

Incorporator

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
LINDA G. EDWARDS	c/o Kammerman & Overstreet, P.C. 500 MBank Tower 221 West Sixth Street Austin, Texas 78701

IN WITNESS WHEREOF, I hereunto set my hand this the 23rd day of December, A.D., 1988.

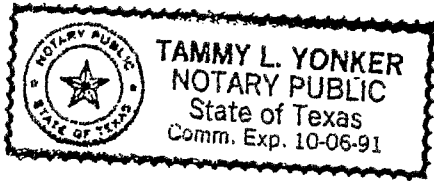


LINDA G. EDWARDS

THE STATE OF TEXAS)
)
COUNTY OF TRAVIS)

I, the undersigned Notary Public, do hereby certify that on this 23rd day of December, A.D., 1988, personally appeared before me, LINDA G. EDWARDS, known to me to be the person whose name is subscribed to the foregoing document, and being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator and that the statements therein contained are true and correct.

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



Tammy L. Yonker
NOTARY PUBLIC STATE OF TEXAS

My Commission Expires: _____

Printed/Stamped Name of Notary

oaklands.art/W-0/tld

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT OR BOTH
BY A TEXAS DOMESTIC CORPORATION

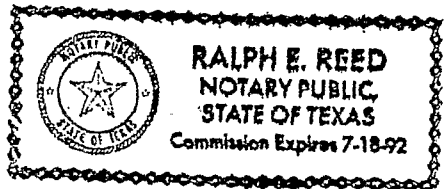
FILED
In the Office of the
Secretary of State of Texas
MAR 18 1991
CORPORATIONS SECTION

- 1. The name of the corporation THE OAKLANDS
ASSOCIATION, INC.
- 2. The address, including street and number, of its present
registered office as shown in the records of the Secretary
of State of the State of Texas prior to filing this state-
ment is 712 CONGRESS AVENUE
AUSTIN
- 3. The address, including street and number, to which its reg-
istered office is to be changed is 4105 MEDICAL PKWY
#201 AUSTIN TX 78756
(Give new address or state "no change")
- 4. The name of its present registered agent, as shown in the
records of the Secretary of State of the State of Texas,
prior to filing this statement is BILLY BUSCH
- 5. The name of its new registered agent is _____
THE ELLIOT SYSTEM
(Give new name or state "no change")
- 6. The address of its registered office and the address of the
business office of its registered agent, as changed, will
be identical.
- 7. Such change was authorized by its board of directors.

Brian D. Tidland
President or Vice President

Sworn to 3/14/91
(Date)

Ralph E Reed
Notary Public



TRAVIS County, Texas