

**HUNTER'S CHASE
PROPERTY OWNERS ASSOCIATION, INC**

Certificate of Restated Articles of Incorporation

Non-Profit



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF RESTATED ARTICLES
OF INCORPORATION
OF

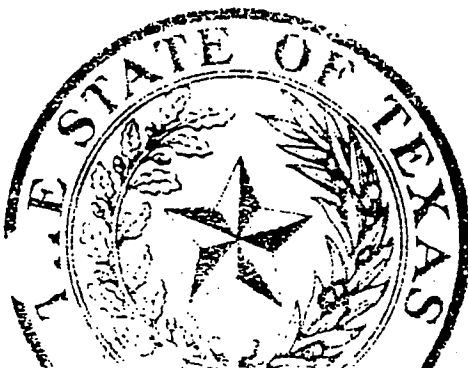
HUNTER'S CHASE PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, as Secretary of State of the State of Texas, hereby certifies that Restated Articles of Incorporation of 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 Restated Articles of Incorporation and attaches hereto a copy of the Restated Articles of Incorporation.

Dated AUGUST 17, 1984

Assistant Secretary of State



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RESTATED ARTICLES OF INCORPORATION

HUNTER'S CHASE

PROPERTY OWNERS ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas

AUG 17 1984

Clerk II U
Corporations Section

ARTICLE ONE

Hunter's Chase Property Owners Association, Inc., pursuant to the provisions of the Texas Non-Profit Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

The Articles of Incorporation of the corporation are amended by the Restated Articles of Incorporation as follows:

A. **ARTICLE FOUR** of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE FOUR

The specific purposes for which the Association is formed are to provide for the operation, maintenance, preservation and control of any Common Area which may be owned, acquired or controlled by the Association in the Hunter's Chase Subdivision, as now or hereafter shown upon the plat records of Williamson County, Texas; and to promote the health, safety and welfare of the residents within the above described subdivision.

B. The Articles of Incorporation are hereby amended by deleting therefrom **ARTICLES FIVE, SIX, NINE AND TEN**, which read as follows:

ARTICLE FIVE
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association 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 SIX
VOTING RIGHTS

The Association shall have five classes of voting membership:

Class A. Class A members shall be all Owners of Lots in Hunter's Chase with the exception of the Declarant (as defined in the Declaration), Owners of Multifamily Structures and Owners of Commercial Properties, and each Class A member shall be entitled to two votes for each lot owned. When more than one person holds an interest in any Lot, all such persons shall be members, and the votes for such Lot shall be exercised as they among themselves determine; PROVIDED, HOWEVER, that in no event shall more than two votes be cast with respect to any Lot.

Class B. The Class B member(s) shall be Owners of Lots upon which are built multifamily structures and shall be entitled to two votes for each Living Unit constructed thereupon. The vote as expressed by any such Owner if voted in a block vote shall in no event exceed 49% of the vote of any matter pending before the Association. The Owner may transfer his full voting rights to the residents of such units providing his proxy is executed in a single statement, is unconditional and extends to all such residents without exception on a one person vote basis providing such person or persons are eighteen (18) years of age and providing there shall be not more than two votes for each unit. Such votes shall not be cast as a block. Such a transfer of voting rights does not obviate the Owner's liability for assessment payments to be made by him directly to the Association. (For further voting limitation, see Section 6.03(b) of the Declaration.)

Class C. Class C members shall be all those Owners of commercial properties encompassed by the Properties as hereinbefore described. Class C members shall be entitled to votes in accordance with the following schedule:

- a. For each building devoted to commercial use having 0-10,000 square feet, two (2) votes;
- b. For each additional 5,000 square feet of building, or any part thereof, devoted to commercial use, an additional one (1) vote.

Class D. The Class D member(s) shall be the Declarant and shall be entitled to six (6) votes for each lot platted and each living unit represented by recorded plat of a multifamily structure(s), which lots or units are not represented by another class of membership. The extra voting power given to Class D.

membership shall cease and its voting power shall be the same as that given Class A or Class B membership, as may be appropriate, on the happening of either of the following events, whichever occurs earlier:

a. When the total votes outstanding in the Class A and B memberships equal the total votes outstanding in the Class D membership, or

b. At the expiration of ten (10) years after the date of the Declaration, provided that if a Section Declaration is filed annexing additional land pursuant to Article III of the Declaration at any time or times prior to expiration of said ten (10) year period (as same may have been extended by the filing of any Section Declaration), such period shall be extended each time until the expiration of three (3) years from the date of filing of the last such Supplemental Section Declaration. After the conversion of the voting rights of the Class D membership to those of the Class A and Class B memberships, no action may be taken by the Association which would serve to impede the installation of Common Area facilities substantially represented in plans of public record particularly as they may have been required and/or approved by public agencies except with the assent of such principal parties including the Declarant, the City Planning Commission of the City of Austin, Texas, and others as may have been partly to a common understanding of Common Area development commitments.

ARTICLE NINE DISSOLUTION

The Association may be dissolved with the affirmative vote 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 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 non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE TEN AMENDMENTS

Amendment of these Articles shall require the assent (by vote or written consent) of seventy-five percent (75%) of the entire membership.

C. ARTICLE SEVEN of the Articles of Incorporation is renumbered as FIVE and is hereby amended to read as follows:

ARTICLE FIVE

The initial registered office of the Association is located at 4412 Spicewood Springs Road, Suite 1000, in the City of Austin, Travis County, Texas, and John Noell, whose address is the same, is hereby appointed the initial registered agent of this Association.

D. ARTICLE EIGHT of the Articles of Incorporation is renumbered as ARTICLE SIX and is hereby amended to read as follows:

ARTICLE SIX

The affairs of this Association shall be managed by the Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

John Noell	4412 Spicewood Springs Road Suite 1000 Austin, Texas 78731
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John A. Bagalini II	4412 Spicewood Springs Road Suite 401 Austin, Texas 78731
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Herbert Crook	314 West 11th Street Suite 501 Austin, Texas 78701
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E. ARTICLE ELEVEN of the Articles of Incorporation is renumbered as ARTICLE SEVEN.

ARTICLE THREE

Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such Restated Articles of Incorporation were duly adopted at a meeting of members held on August 9, 1984, at which a quorum was present, and the Restated Articles of Incorporation as so amended received seventy-five percent (75%) of votes of the entire membership.

ARTICLE FOUR

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof, amended as above set forth:

RESTATED ARTICLES OF INCORPORATION

OF

HUNTER'S CHASE PROPERTY OWNERS ASSOCIATION, INC.

In compliance with the requirements of the Texas Non-Profit Corporation Act, the undersigned, all of whom are citizens of the State of Texas and all of whom are above the age of twenty-one (21) years, have this day voluntarily associated themselves together for the purpose of forming a non-profit corporation and do hereby certify:

ARTICLE ONE

The name of the corporation is HUNTER'S CHASE PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration shall be perpetual.

ARTICLE FOUR

The specific purposes for which the Association is formed are to provide for the operation, maintenance, preservation and control of any Common Area which may be owned, acquired or controlled by the Association in the Hunter's Chase Subdivision, as now or hereafter shown upon the plat records of Williamson County, Texas; and to promote the health, safety and welfare of the residents within the above described subdivision.

ARTICLE FIVE

The initial registered office of the Association is located at 4412 Spicewood Springs Road, Suite 1000, in the City of Austin, Travis County, Texas, and John Noell, whose address is the same, is hereby appointed the initial registered agent of this Association.

ARTICLE SIX

The affairs of this Association shall be managed by the Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

John Noell	4412 Spicewood Springs Road Suite 1000 Austin, Texas 78731
John A. Bagalini II	4412 Spicewood Springs Road Suite 401 Austin, Texas 78731
Herbert Crook	314 West 11th Street Suite 501 Austin, Texas 78701

ARTICLE SEVEN

The names and addresses of the incorporators of said corporation are as follows:

John Noell	3563 Far West Blvd., Suite 104 Austin, Texas 78731
Wallace Burkette	3563 Far West Blvd., Suite 104 Austin, Texas 78731
Herbert Crook	314 West 11th Street, Suite 501 Austin, Texas 78701

DATED August 10, 1984

HUNTER'S CHASE
PROPERTY OWNERS ASSOCIATION

By: *John Noell*
John Noell
Its President

By: *Herbert Crook*
Herbert Crook
Its Secretary

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

Before me, a notary public, on this day personally appeared HERBERT CROOK, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 10th day of August, A.D., 1984.

Carolyn H. Stepp
Notary Public in and for the
State of Texas

My Commission Expires:

CAROLYN H. STEPP
NOTARY PUBLIC
STATE OF TEXAS
MY COMMISSION EXPIRES 2-21-88

Notary's Printed Name