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In the Office of the
Secretary of State of Texas

AUG 18 1987

Clerk (C)
Corporations Section

ARTICLES OF INCORPORATION

OF

THE MEADOWS OF BRUSHY CREEK HOMEOWNERS ASSOCIATION, INC.

We, the undersigned natural persons, each being of the age of eighteen (18) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators 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: The Meadows of Brushy Creek Homeowners Association, Inc., hereinafter sometimes called the "Corporation" or the "Association."

ARTICLE II
NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE III
DURATION

The Corporation shall exist perpetually.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

The Corporation is organized in accordance with, and shall operate for non-profit purposes pursuant to, the Texas Non-Profit Corporation Act, and does not contemplate pecuniary gain or profit to its members. The Association is formed for the specific purpose of administering the common affairs of all of the owners of "the Properties," as that term is defined in the Amended and Restated Declaration of Covenants and Restrictions for The Meadows of Brushy Creek recorded in Volume 1466, Page 262, Official Records of Williamson County, Texas, (the "Declaration"), including any additions to the Properties which may be brought within the jurisdiction of the Association. The Association is organized for the following general purposes:

- (a) to exercise all of the powers and privileges, and to perform all of the duties and obligations, of the

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Association as set forth in the Declaration, and as the same may be amended from time to time;

(b) to fix, levy, collect, and enforce payment by any lawful means all charges or assessments arising 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 Association's property;

(c) to 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) to borrow money and, with the assent of two-thirds (2/3) of each class of Members of the Association, as defined in the Declaration, to mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred;

(e) to dedicate, sell, or transfer all or any part of the Common Properties to any public agency, authority, or utility for such purposes, and subject to such conditions, as may be agreed to by the Members; provided, however, that 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) to participate in mergers and consolidations with other non-profit corporations organized for the same purposes or to annex additional residential property and Common Properties, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of each class of Members; and

(g) to have and to exercise any and all powers, rights, and privileges which a corporation organized under the Texas Non-Profit Corporation Act may now, or later, have or exercise.

The above statement of purposes shall be construed as a statement of both purposes and powers. The purposes and powers stated in each of the clauses above shall not be limited or restricted by reference to, or inference from, the terms and provisions of any other such clause, but shall be broadly construed as independent purposes and powers; provided, however, that notwithstanding any provision herein to the contrary, the Corporation shall not engage in any substantial activities or exercise any significant powers, which do not further the specific and primary purposes of the Corporation.

ARTICLE V
REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the Corporation is 301 Congress, Suite 2100, Austin, Texas 78701. The name of its initial registered agent at such address is George LaBounty.

ARTICLE VI
MEMBERSHIP

Membership in the Association shall be dependent upon ownership of a qualifying property interest in the Properties, as set forth in the Declaration. Any person or entity acquiring such a qualifying property interest shall automatically become a Member of the Association, and such membership shall be appurtenant to, and shall run with, the property interest. The foregoing shall not be deemed or construed to include persons or entities holding an interest merely as security for performance of an obligation. Membership may not be severed from or in any way transferred, pledged, mortgaged, or alienated except together with the title to the qualifying property interest, and then only to the transferee of title to said property interest. Any attempt to make a prohibited severance, transfer, pledge, mortgage, or alienation shall be void.

ARTICLE VII
VOTING RIGHTS

Voting rights of the Members of the Association shall be determined as set forth in the Declaration. No Owner, as defined in the Declaration, other than the Declarant under the Declaration, shall be entitled to vote at any meeting of the Corporation until such Owner has presented to the Corporation evidence of ownership of a qualifying property interest in the Properties. The vote of each Owner may be cast by such Owner or by proxy given to such Owner's duly authorized representative.

ARTICLE VIII
INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Sue Brooks Laas	2600 One American Center Austin, Texas 78701
Samuel D. Byars	2600 One American Center Austin, Texas 78701

Wayne S. Hollingsworth

2600 One American Center
Austin, Texas 78701

ARTICLE IX
BOARD OF DIRECTORS

The affairs of the Association shall be managed by an initial Board of Directors consisting of five (5) individuals, who need not be Members of the Association. The Board shall fulfill all of the functions, of and possess all powers granted to, Boards of Directors of non-profit corporations pursuant to the Texas Non-Profit Corporation Act. The number of Directors of the Corporation may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of initial Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
George LaBounty	10107 Talleyran Austin, Texas 78750
I. Jay Aarons	4110 Avenue G Austin, Texas 78751
Darlene Means	11200 West Lake Terrace Jonestown, Texas 78645
Rhett Dawson	P.O. Box 9802 #315 Austin, Texas 78766
Virginia Schweizer	3604 Turkey Creek Drive Austin, Texas 78730

All of the powers and prerogatives of the Corporation shall be exercised by the initial Board of Directors named above until the first annual meeting of the Association.

ARTICLE X
DISSOLUTION

The Association may be dissolved with the written and signed assent 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 nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE XI
EHA/VA APPROVAL

As long as there is a Class B Member of the Association, as defined in the Declaration, 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 Properties, dedication of Common Properties, dissolution and amendment of these Articles.

ARTICLE XII
AMENDMENT

Amendment of these Articles of Incorporation shall be by proposal submitted to the Members of the Association. Any such proposed amendment shall be adopted only upon an affirmative vote by the holders of a minimum of seventy-five percent (75%) of the total number of votes of the Association, as determined under the Declaration.

IN WITNESS WHEREOF, we have hereunto set our hands, this 15th day of September, A.D., 1987.

Sue Brooks Laas
Sue Brooks Laas, Incorporator

Samuel D. Byars
Samuel D. Byars, Incorporator

Wayne S. Hollingsworth
Wayne S. Hollingsworth,
Incorporator

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THE STATE OF TEXAS §
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COUNTY OF TRAVIS §

I, Denise L. Motal, a notary public, do hereby certify that on this 15th day of September, 1987, personally appeared before me Sue Brooks Laas, Samuel D. Byars, and Wayne S. Hollingsworth who, each being by me duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

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



DENISE L. MOTAL

Denise L. Motal
Notary Public, State of Texas
Commission Expires: _____