

Articles of Incorporation

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MAY 10 1979

ARTICLES OF INCORPORATION
OF
THE COURTYARD HOMEOWNERS ASSOCIATION, INC.

Patrick Bice
Attorney, Corporation Division

We the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as Incorporators of a Corporation under the Texas Non-Profit Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

Name

The name of the Corporation is THE COURTYARD HOMEOWNERS ASSOCIATION, INC., which shall hereafter be referred to as the "Association".

ARTICLE II

Not-For-Profit

The Association is a Non-Profit Corporation.

ARTICLE III

Duration

The period of its duration is perpetual.

ARTICLE IV

Purpose

The Association is organized exclusively for the purpose of owning, improving and maintaining grounds exclusively for the pleasure, recreation and other non-profitable purposes of its members.

ARTICLE V

Registered Agent and Address

The street address of the initial registered office of the Association is 4408 Spicewood Springs Road, Austin, Travis County, Texas 78759, and the name of its initial registered agent at such address is R.T. Mayfield.

ARTICLE VI

Classes of Members, Qualifications of

Membership and Voting Rights

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is now or which may hereafter be

subject to the following Declaration of Covenants, Conditions and Restrictions of record in Volume 6031, Page 1589, of the Deed Records of Travis County, Texas, as it is or shall be amended and supplemented, shall be a member of the Association. The legal description of all said Lots follows in Article VI, Section 2, hereafter. 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 or which may hereafter be subject to the above mentioned Declaration as Amended and Supplemented.

Section 2. Property Now Subject to the Declaration.

The property, upon which all said Lots are located, which are presently subject to the Declaration is more particularly described as follows:

That 18.589 acres being out of and a part of that certain tract of land out of the James Jett Survey No. 1 and the T. J. Chambers grant in Travis County, Texas; said 18.589 acres being out of and a part of that certain tract of land 133.399 acres conveyed by a deed from the Boy Scouts of American to Westover Hills, Inc., as recorded in Volume 4571, Page 737, Deed Records of Travis County, Texas. The present property is recorded at Volume 76, Page 88, Plat Records of Travis County, Texas.

Property may be added to the above referenced Declaration (hereinafter called "Additional Property") by the Declarant if accomplished as set forth in the Declaration. Owners of Lots in all Additional Properties shall be entitled to membership in the Association as if said property was originally part of the property subject to the original Declaration.

Section 3. Classes of Members and Voting Rights. The Association shall have two classes of voting membership, viz.:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership exceed the total votes outstanding in the Class B membership, except that Class B membership may be revived upon annexation of

additional property in the manner permitted by the Declaration, or
(b) on December 31, 1985.

ARTICLE VII

Board of Directors

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association, which number shall never be less than three. The names and addresses of the persons who are to act in the capacity of directors until the selection and qualification of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
(1) R. T. MAYFIELD	Austin, Texas
(2) TERRENCE A. GRABOW	Austin, Texas
(3) MAURY HOOD	Austin, Texas

ARTICLE VIII

Incorporators

The names and addresses of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
DAVID I. KUPERMAN	Austin, Texas
R. T. MAYFIELD	Austin, Texas
E. JANICE SUMMER	Austin, Texas

ARTICLE IX

Miscellaneous Provisions

Section 1. Encumbrance of Property. No part of the real or personal property of the Association may be encumbered as security for any debt unless the consent thereto of two-thirds (2/3) of the members of each class entitled to vote is given.

Section 2. Merger. The Association may merge with any other association which has objectives and purposes similar to the Association upon a vote of two-thirds (2/3) of the members of each class entitled to vote and compliance with the procedures outlined in Art. 1396-5.01, Non-Profit Corp. Act.

Section 3. Other Powers of Association. In addition to the powers, rights and privileges which a non-profit corporation organized and created by

virtue of the laws of the State of Texas may exercise, the Association may exercise all of the powers, rights and privileges and may perform all of the duties and obligations set forth in the Declaration.

Section 4. Property Rights. No member of any class shall have any rights in the property of the Association; and no member of any class shall be personally liable for the debts, liabilities or obligations of the Association.

ARTICLE X

Additional Provisions Regulating

Internal Affairs

The following additional provisions are inserted for regulation of the internal affairs of the Association:

Section 1. Net Earnings Not to Benefit Private Persons. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

Section 2. No Regular Trade or Business. No part of the activities of the Association shall be the carrying on of any regular trade or business of a kind ordinarily engaged in for profit.

Section 3. Other Prohibited Activities. Notwithstanding any other provision of these Articles to the contrary, the Association shall not engage in any activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law.

Section 4. Dissolution. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Corporation exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for the pleasure, recreation or other non-profitable purposes of its members as shall at the time qualify as an exempt organization or organizations under Section 501(c)(7) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law, as the Board of

Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the registered office of the Corporation is then located, exclusively for such puposes.

ARTICLE XI

Amendments


Amendment of these Articles shall require the votes of 75 percent (75%) of the members of whatever class entitled to vote.

ARTICLE XII


FHA/VA Approval

As long as as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration if such action is to be binding upon either of them: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this the 8th day of May, 1972.



DAVID I. KUPERMAN



R.T. MAYFIELD



E. JANICE SUMMER

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

I, Carolyn L. Watkins, a Notary Public, do hereby certify that on this, the 8th day of May, 1979, personally appeared David I. Kuperman, who being by me first duly sworn, declared that he/she is one of the persons who signed the foregoing instrument as Incorporator, and that the statements therein contained are true.

Carolyn L. Watkins
Notary Public, Travis County, Texas
My Commission Expires May 31, 1979

CAROLYN L. WATKINS
Notary Public
Travis County, Texas

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

I, Judy S. Price, a Notary Public, do hereby certify that on this, the 24th day of May, 1979, personally appeared R.T. Mayfield, who being by me first duly sworn, declared that he/she is one of the persons who signed the foregoing instrument as Incorporator, and that the statements therein contained are true.

Judy S. Price
Notary Public, Travis County, Texas
My Commission Expires 11/30/80

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

I, Carolyn L. Watkins, a Notary Public, do hereby certify that on this, the 8th day of May, 1979, personally appeared E. Janice Summer, who being by me first duly sworn, declared that he/she is one of the persons who signed the foregoing instrument as Incorporator, and that the statements therein contained are true.

Carolyn L. Watkins
Notary Public, Travis County, Texas
My Commission Expires May 31, 1979

CAROLYN L. WATKINS
Notary Public
Travis County, Texas