

**FILED**  
In the Office of the  
Secretary of State of Texas  
**MAY 15 1996**  
Corporations Section

**ARTICLES OF INCORPORATION  
OF  
COUNTRY CLUB ESTATES HOMEOWNERS' ASSOCIATION, INC.**

We, the undersigned natural persons over the age of eighteen (18), acting as incorporators, adopt the following Articles of Incorporation of Country Club Estates Homeowners' Association, Inc., (referred to as the "*Corporation*") under the Texas Non-Profit Corporation Act (referred to as the "*Act*"):

ARTICLE 1

NAME

The name of the Corporation is Country Club Estates Homeowners' Association, Inc.

ARTICLE 2

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas franchise tax.

ARTICLE 3

DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4

PURPOSES

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Country Club Estates, a subdivision recorded in Volume 5, Pages 268 A & B and 269 A & B of the Map and Plat Records of Guadalupe County, Texas; and as amended in Amended Plat Part of Country Club Estates recorded in Volume 5, Pages 277A of the Map and Plat Records of Guadalupe County, Texas.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association.

## ARTICLE 5

### POWERS

Subject to the limitations in these Articles of Incorporation, the Corporation shall have the authority to take any action it deems to be necessary, appropriate, or convenient relating to the management of the Corporation, including, but not limited to, the powers to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the association as set forth in that certain Declaration of Covenants, Conditions and Restrictions For Country Club Estates, hereinafter called the "*Declaration*", applicable to the property and recorded in the Office of the County Clerk of Guadalupe County, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (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 or governmental charges levied or imposed against the property of the Association;
- (c) 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) Borrow money, and with the assent of at least two thirds of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of a majority of each class of members; and
- (g) Do all acts, take part in any proceedings, and exercise all rights and privileges as could an absolute owner of Corporation property, subject to the limitations expressly stated in these Articles of Incorporation. The enumeration of powers in these Articles of Incorporation shall not limit the general or implied powers of the Corporation or any additional powers provided by law.

## ARTICLE 6

### RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its members, directors or

officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

## ARTICLE 7

### 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, including contract sellers, shall be a member of the Association. The forgoing 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 8

### VOTING RIGHTS

The Association shall have two classes of voting membership:

(a) 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 among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

(b) Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), 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:

- (1) When the total number of votes entitled to be cast by the Class A Members, at any meeting of the Members or otherwise equals the total number of votes entitled to be cast by the Class B Member;
- (2) Ten (10) years from the date the Declaration was filed in the Official Public Records of Guadalupe County, Texas; or
- (3) At such earlier time as the Class B Members, in their sole discretion, shall elect.

## ARTICLE 9

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1202 West Court, Seguin, Texas 71855. The name of the initial registered agent at this office is L.R. Elsik.



## ARTICLE 10

### BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "*Board of Directors*") shall be provided in the bylaws. The initial Board of Directors shall consist of three persons. The number of directors may be increased or decreased by adoption or amendment of bylaws. The number of directors may not be decreased to less than three. In electing directors, members shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates. The initial Board of Directors shall consist of the following persons at the following addresses:

L.R. Elsik, 1202 West Court, Seguin, Texas 71855;  
James A. Stewart, 236 Country View West, Seguin, Texas 78155; and  
Arvin A. Stewart, 133 Rio Grande, Seguin, Texas 78155.

## ARTICLE 11

### LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

## ARTICLE 12

### INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members, or others related to the Corporation.

## ARTICLE 13

### ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar,

exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

## ARTICLE 14

### ANNEXATION OF ADDITIONAL PROPERTIES

The Association, subject to the terms and conditions of the Declaration, may at any time, annex additional residential properties and common areas to the Properties described in Article 4, and so add to its membership under the provisions of Article 7, provided that any such annexation shall have the assent of a majority of the entire Class A membership and a majority of the entire Class B membership, if any. The provisions of this article shall in no way impair the rights and powers of the Declarant in the Declaration to annex additional properties subject to the terms and conditions of the Declaration.

## ARTICLE 15

### AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast a majority of the votes of the entire Class A membership and a majority of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.

## ARTICLE 16

### CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 17

INCORPORATORS

The names and street addresses of the incorporators are:

~~L.R. Elsik, 1202 West Court, Seguin, Texas 71855~~, and  
James A. Stewart, 236 Country View West, Seguin, Texas 78155.

We execute these Articles of Incorporation on May 14, 1996.

  
James A. Stewart

~~L.R. Elsik~~



COPY



# The State of Texas

## SECRETARY OF STATE

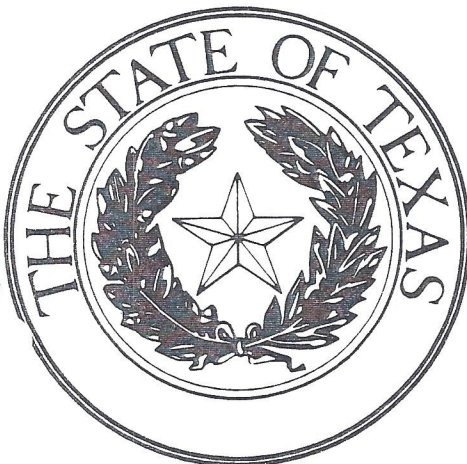
### CERTIFICATE OF INCORPORATION OF COUNTRY CLUB ESTATES HOMEOWNERS' ASSOCIATION, INC. CHARTER NUMBER 1400428-01

The undersigned, as Secretary of 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: May 15, 1996  
Effective: May 15, 1996



*Antonio O. Garza, Jr.*

Antonio O. Garza, Jr.  
Secretary of State

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