

**ARTICLES OF INCORPORATION
OF
LAS COLINAS PROPERTY OWNERS ASSOCIATION**

FILED
In the Office of the
Secretary of State of Texas
NOV 12 1997
Corporations Section

The undersigned persons, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, as set forth in Texas Revised Statutes articles 1396-1.01 et seq, adopt the following Articles of Incorporation for such corporation

ARTICLE I

The name of the corporation is LAS COLINAS PROPERTY OWNERS ASSOCIATION

ARTICLE II

The corporation is a not-for-profit corporation

ARTICLE III

The corporation will have perpetual duration

ARTICLE IV

The purposes for which the corporation is formed are to receive, hold, care for, invest in and operate real and personal property, and to use and distribute, no less frequently than annually, all its income, as well as any or all principal that it will receive in charitable gifts, to be applied, consistently with existing laws, for the benefit of Las Colinas Subdivision. No part of the net earnings or of the principal will inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation, or of any recipient of its funds, will be to carry on propaganda or otherwise to attempt to influence legislation

ARTICLE V

The corporation will have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting (other than cumulative voting rights), and other rights and privileges of members, and then liability for dues and assessments and the method of collection of such dues and assessments, will be set forth in the bylaws

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ARTICLE VI

The street address of the initial registered office of the corporation is 508 8th Street, Blanco, Blanco County, Texas. The name of its initial registered agent at such address is Dean C. Myane, Attorney at Law.

ARTICLE VII

The powers of this corporation will be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation will be three (3), provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named in these articles as the first board of directors will hold office until the first meeting of members, to be held _____.

Directors elected at the first annual meeting, and at all times afterwards, will serve for a term of one (1) year until the first annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings will be held as needed.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board will individually or collectively consent in writing to such action. Such written consent or consents will be filed with the minutes of the proceedings of the board, and any such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken will state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and organization and administration of this corporation authorize the directors to so act. Such a statement will be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are

Bob Ambrosino

Social Security No. 121-348-8609

8200 Neely Drive, Austin, Texas 78759

Ron Brown

Social Security No. 466-70-6834

11213 Salt Cedar Trail, Austin, Texas 78750

Frank Cretini

Social Security No. 433-17-8016

4001 Chamisa Drive, Austin, Texas 78730

ARTICLE VIII

The name and street address of the incorporator is

Frank Cretini

4001 Chamisa Drive, Austin, Texas 78730

ARTICLE IX

The board of directors will elect the following officers

President

Vice-President

Secretary

and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers will be elected at the first annual meeting of the board of directors. Until such election is held, the following persons will serve as corporate officers.

Frank Cretini, President

Ron Brown, Vice-President

Bob Ambrosino, Secretary

ARTICLE X

Subject to the limitations contained in the bylaws and any limitations set forth in the Texas Non-Profit Corporation Act described above, concerning corporate action that is required to be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth for such action in the bylaws.

ARTICLE XI

The property of this corporation is irrevocably dedicated to religious purposes and no part of the net income or assets of this corporation will ever inure to the benefit of any director, officer, or member of the corporation, or to the benefit of any private individual.

ARTICLE XII

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, will be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the corporation.

ARTICLE XIV


Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

This corporation will not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation will not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, will inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations will be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable or religious purposes as the board of directors will determine, and as will at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as the same may be amended.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Texas, have executed these articles of incorporation on October 27, 1997.

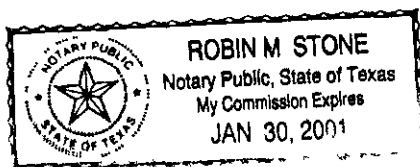
IN WITNESS WHEREOF, I have hereunto set my hand, this 27 day of October, A. D., 1997.



Frank Cretini

THE STATE OF TEXAS)
 TRAVIS
COUNTY OF ~~BLANCO~~)

I, ROBIN M. STONE, a notary public, do hereby certify that on the 27 day of October, 1997, personally appeared before me Frank Cretini who 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



Robin M Stone
Notary Public, State of Texas

Robin M Stone
Printed Name of Notary
Notary's Commission Expires 1-30-2001