

LSM-CH



The State of Texas

Secretary of State

MAY 22, 1998

LANCE E WILLIAMS
1050 TURTLE CREEK CENTRE, 3811 TURTLE CRK
DALLAS ,TX 75219

RE:
HERITAGE HILL COUNTRY ASSOCIATION, INC.

CHARTER NUMBER 01489480-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

[Handwritten signature]



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION

OF

HERITAGE HILL COUNTRY ASSOCIATION, INC.
CHARTER NUMBER 01489480

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE 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 18, 1998

EFFECTIVE MAY 18, 1998



A handwritten signature in cursive script, reading "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State

FILED
In the Office of the
Secretary of State of Texas

MAY 18 1998

ARTICLES OF INCORPORATION
OF
HERITAGE HILL COUNTRY ASSOCIATION, INC.

Corporations Section

I, the undersigned, being of the age of eighteen years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, Tex. Civ. Stat. Ann. art. 1396-1.01, et seq., as it may be amended, do hereby adopt the following Articles of Incorporation for such corporation:

Article I. Name. The name of the corporation is Heritage Hill Country Association, Inc. ("Corporation" or "Association").

Article 2. Duration. The Corporation shall have perpetual duration.

Article 3. Applicable Statute. The Corporation is a non-profit corporation organized pursuant to the provisions of the Texas Non-Profit Corporation Act, Article 1396-1.01 et seq.

Article 4. Purposes and Powers. The Corporation does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

(a) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions for Heritage Hill Country recorded in the Office of the County Clerk of Gillespie County, Texas, as it may be amended from time to time (the "Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration.

In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors:

(a) all of the powers conferred upon non-profit corporations by common law and the statutes of the State of Texas in effect from time to time;

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set

out in these Articles, the Bylaws or the Declaration, including, without limitation, the following:

(i) to fix, levy, and collect assessments and other charges to be levied against the property subject to the Declaration and to enforce payment thereof by any lawful means;

(ii) to manage, control, operate, maintain, preserve, repair and improve the common area and facilities, and any property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, Declaration or contract, has a right or duty to provide such services;

(iii) to enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(iv) to engage in activities which will actively foster, promote and advance the common interests of all owners of property subject to the Declaration;

(v) to buy or otherwise acquire, sell or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation, which shall include the power to foreclose its lien on any property subject to the Declaration by judicial or nonjudicial means;

(vi) to borrow money for any purpose subject to such limitations as may be contained in the Bylaws;

(vii) to enter into, make, perform and enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, with or in concert with any other association, corporation or other entity or agency, public or private;

(viii) to act as agent, trustee or other representative of other corporations, firms or individuals and, as such, to advance the business or ownership interests in such corporations, firms or individuals;

(ix) to adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide or contract for services benefitting the property subject to the Declaration, including, without limitation,

garbage removal and any and all supplemental municipal services as may be necessary or desirable.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; provided, none of the objects or purposes herein set out shall be construed to authorize the Corporation to do any act in violation of the Texas Non-Profit Corporation Act, and all such objects or purposes are subject to said Act.

The powers specified in each of the paragraphs of this Article 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

Article 5. Definitions. All capitalized terms used in these Articles of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

Article 6. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. All Owners (as defined in the Declaration), by virtue of their ownership of Lots subject to the Declaration, are members of the Association. The members shall be divided into classes and entitled to a vote in accordance with the Declaration and Bylaws.

Article 7. Board of Directors. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors (the "Board"). The Board may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine. The Board shall consist of no less than three (3) and no more than five (5) members. The initial Board shall consist of the following three (3) members:

<u>Name</u>	<u>Address</u>
Joe Weathersby	3411 North 10th Street, Suite E McAllen, Texas 78501
Joe McKee	3411 North 10th Street, Suite E McAllen, Texas 78501
Lilly Barnett	3411 North 10th Street, Suite E McAllen, Texas 78501

The method of election, removal and filling of vacancies, and the term of office and number of directors shall be as set forth in the Bylaws.

Article 8. Liability of Directors. To the fullest extent

permitted by Texas statutes, as the same exist or as they may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitation than permitted prior to such amendment), a director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director. Any repeal or amendment of this Article 8 by the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment.

Article 9. Dissolution. The Corporation may be dissolved only as provided in the Bylaws, and by the laws of the State of Texas. Any dissolution shall be subject to the terms of Article 11 hereof, if applicable.

Article 10. Amendments. Subject to the provisions of the Texas Non-Profit Corporation Act and Article 11 hereof, if applicable, these Articles of Incorporation may be amended with the approval of the Board and seventy-five percent (75%) of the total votes in the Association, and with the approval of the Class "B" member, so long as such membership exists. No amendment shall conflict with the Declaration nor shall any amendment be effective to impair or dilute any rights of members that are granted by the Declaration.

Article 11. VA/HUD. If any property subject to the Declaration is subject to a mortgage guaranteed or insured by the U. S. Veterans Administration or the U. S. Department of Housing and Urban Development (or any successor governmental entity performing the regulatory or other functions thereof), then as long as there is a Class "B" member, the following shall apply:

(a) annexation of additional property to the jurisdiction of the Association, merger, consolidation, mortgaging of the Common Areas, amendment of these Articles and/or dissolution of the Association shall require the prior approval of one of the foregoing agencies;

(b) dissolution of the Association shall additionally require the written consent of members holding not less than two thirds (2/3) of the total Class "A" votes in the Association and the written consent of the Class "B" member, if any; and

(c) 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, or shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

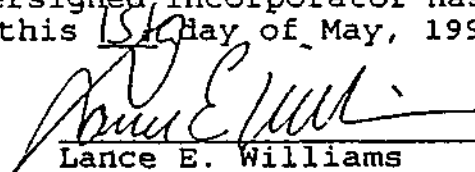
Article 12. Action Without a Meeting. Any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the members or directors of the Corporation or any action that may be taken at a meeting of the members or directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors or committee members as would be necessary to take that action at a meeting at which all of the members, directors or members of the committee were present and voted.

Article 13. Registered Agent and Office. The initial registered office of the Corporation is 3811 Turtle Creek Boulevard, Suite 1050, Dallas, Texas 75219, and the initial registered agent at such address is Lance E. Williams.

Article 14. Incorporators. The name and address of the incorporator is as follows:

Lance E. Williams
Riddle, Williams & Blend, P.C.
3811 Turtle Creek Boulevard, Suite 1050
Dallas, Texas 75219

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of May, 1998.


Lance E. Williams

**CONSENT OF DIRECTORS IN LIEU OF ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS OF THE HERITAGE HILL COUNTRY
HOMEOWNERS ASSOCIATION, INC.**

January 1, 1999

Pursuant to Article 1396-9.10 of the Texas Non-Profit Corporation Act, the undersigned being all of the directors of the Heritage Hill Country Homeowners Association, Inc., a Texas non-profit corporation (the "Corporation"), and being all the directors named in the Articles of Incorporation of the corporation filed with the Secretary of State of Texas, in lieu of an organizational meeting of directors, the call of which is hereby expressly waived, consent to the adoption of the following resolutions:

1. Articles of Incorporation:

RESOLVED, that the duplicate original of the Articles of Incorporation and the Certificate of Incorporation be inserted in the Minute Book of this Corporation.

2. Corporate Records:

RESOLVED, that the corporation shall maintain, as part of its corporate record, a book entitled "Minute Book of the Heritage Hill Country Homeowners Association, Inc." which shall include, but shall not be limited to, a record of the Articles of Incorporation, and amendments thereto; its Bylaws and amendments thereto; minutes of all meetings of Directors and minutes of all meeting of members, with the time and place of holding, whether regular or special, and if special, how authorized; the notice given of all meetings; the names of those present at Director meetings; the number of votes present or represented at members meetings and the proceedings thereof; and such other documents as the Corporation, the Board of Directors, and the members thereof shall from time to time direct;

RESOLVED FURTHER, that the Secretary of the Corporation is directed to procure and maintain such Minute Book and such other books and records as may be required by the Corporation.

3. Bylaws:

RESOLVED, that the Bylaws appearing in that certain document entitled "Bylaws of the Heritage Hill Country Homeowners Association, Inc." are adopted as the Bylaws of this Corporation; the Secretary is ordered to certify a copy of such Bylaws of this Corporation, maintain them in the principal office of the Corporation for the transaction of its business, and keep them open for inspection by the shareholders at all reasonable times during office hours; the Secretary is further ordered to certify a copy of the Bylaws and insert them in the minute book of the Corporation.

4. Share Certificates:

RESOLVED, that no share certificates be issued to members of the Corporation but that the Secretary shall maintain true and correct records of the membership of the

Corporation and the authorized number of votes for each member in accordance with the Bylaws.

5. Officers:

RESOLVED, that the following persons are elected as officers of this Corporation to the offices set forth opposite their respective names:

<u>Name</u>	<u>Office</u>
Joe Weathersby	President
Steve Arthur	Secretary
Lilly Barnett	Treasurer

and that the above officers shall serve until their successors are duly elected and qualified.

6. Bank Account:

RESOLVED, that the President is hereby authorized to select any state or national bank or savings and loan association located in San Antonio or Gillespie County, Texas, as the initial depository of the Corporation and that one or more checking or savings accounts in the name of the Corporation be established and maintained at said bank;

RESOLVED FURTHER, that any of the following individuals are authorized, on behalf of the Corporation and as its own act, to sign checks, drafts, notes, bills of exchange, acceptances, or other orders for the payment of money and to withdraw funds from any account of the Corporation, to wit:

Joe Weathersby	Jeanne S. De Alba	Lilly Barnett
Joanna Johnson	Steve Arthur	

RESOLVED FURTHER, that said Bank is authorized to honor and pay any and all checks and drafts of this Corporation signed as provided in these resolutions, whether or not payable to the person or persons signing them; and that checks, drafts, bills of exchange, and other evidences of indebtedness may be endorsed for deposit to the account or accounts of this Corporation by any of the foregoing named persons or by any other employee or agent in this Corporation, and may be endorsed for deposit or collection in writing or by stamp without designation of the person making such endorsement.

RESOLVED FURTHER, that the Secretary of the Corporation is directed to certify to said Bank the due adoption and existence of these resolutions, the names and specimen signatures of the persons authorized to sign for the Corporation on such accounts, and when any changes are made in the persons holding such authority, to notify said Bank of the fact of such change, and the names and specimen signatures of each person subsequently authorized;

RESOLVED FURTHER, that the Certification of the Secretary of this Corporation as to the election or appointment of such authorized officers named in these resolutions shall be binding on this Corporation, and the authority conferred by these resolutions shall remain in force until written notice of revocation or modification thereof shall be delivered to an officer of said bank.

7. Corporation Seal:

RESOLVED, that no secretarial attestation nor affixing of corporate seal shall be required for any action by the Corporation, its directors or officers.

8. Fiscal Year:

RESOLVED, that the fiscal year of the Corporation for accounting purposes shall end on December 31 of each year, starting 1999.


9. Operating Budget:

RESOLVED, that the initial Operating Budget attached hereto as Exhibit A is hereby adopted as the 1999 approved Operating Budget.


10. Annual Assessment

RESOLVED, that the Class A Basic Annual Assessment for the calendar year beginning January 1, 1999 shall be \$948.00, which sum may be billed monthly, or quarterly as determined by the Board of Directors from time to time. Additionally, there shall be due from each initial home purchaser, a capital contribution of \$500.00.


EFFECTIVE: January 1, 1999.



Joe Weathersby



Lilly Barnett



Steve Arthur

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Certificates for filing with the Secretary of State to dissolve, merge, withdraw, or convert are not available through this Web site at this time.
For more information see Publication 98336, Requirements to Change Corporate Status.

Certificate of Account Status**Officers And Directors Information**

Company Information:

HERITAGE HILL COUNTRY ASSOCIATION INC
1017 CENTRAL PKWY N STE 112
SAN ANTONIO, TX 78232-5009

Status:

**IN GOOD STANDING NOT FOR DISSOLUTION OR
WITHDRAWAL through May 15, 2003**

Registered Agent:

LANCE WILLIAMS
3811 TURTLE CREEK BLVD STE 1050
DALLAS, TX 75219

Registered Agent Resignation Date:

State of Incorporation:

TX

File Number:

0148948001

Charter/COA Date:

May 18, 1998

Charter/COA Type:

Charter

Taxpayer Number:

17429038973

Carole Keeton Strayhorn
Texas Comptroller of Public Accounts

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Title:	Name and Address:	Expiration/Resignation Date:
DIR	GEORGE D'HEMECOURT 13111 N CENTRAL EXPWY STE 200 DALLAS, TX 75243	
MEMBER	HARRY GILDIN 106 NATURE TRAIL FREDERICKSBURG, TX 78624	
DIR	JOE WEATHERSBY 6521 N 10TH ST MCALLEN, TX 78504	
PRESIDENT	RUSSELL SMITH 1715 W. 30TH ST AUSTIN, TX 78703	
DIR	STEVE ARTHUR 203 HERITAGE HILLS DR FREDERICKSBURG, TX 78624	

Carole Keeton Strayhorn
Texas Comptroller of Public Accounts

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