

CERTIFICATE OF FORMATION  
OF

Corporations Section

THE WATERFRONT MASTER CONDOMINIUM ASSOCIATION, INC.

The undersigned natural person of the age of 18 years or more, acting as an organizer of a nonprofit corporation under the Texas Nonprofit Corporation Law (the "TNCL"), hereby adopts the following Certificate of Formation (the "Certificate of Formation") for such corporation:

ARTICLE I  
NAME

The name of the corporation is The Waterfront Master Condominium Association, Inc. (the "Association").

ARTICLE II  
NONPROFIT CORPORATION

The Association is a nonprofit corporation.

ARTICLE III  
DURATION

The duration of the Association shall be perpetual.

ARTICLE IV  
PURPOSES AND POWERS

The Association is organized to act as the Association of owners of each unit (a "Unit") in The Waterfront Master Condominium in Austin, Travis County, Texas, in accordance with the Master Condominium Declaration for The Waterfront Master Condominium recorded in the Real Property Records of Travis County, Texas (the "Declaration"), the Bylaws of the Association (the "Bylaws"), and Texas law, including the Texas Uniform Condominium Act, § 82.001, et. seq. of the Texas Property Code (the "Act"), as each may be amended from time to time.

In furtherance of its purposes, the Association shall have the following powers which, unless indicated otherwise by this Certificate of Formation, the Declaration, the Bylaws, or the laws of the State of Texas ("Texas Law"), may be exercised by the Board of Directors of the Association (the "Board of Directors"):

(a) all rights and powers conferred upon nonprofit corporations by Texas Law in effect from time to time;

(b) all rights and powers conferred upon condominium associations by Texas Law, including the Act, in effect from time to time, provided, however, that the Association shall not have the power to institute, defend, intervene in, settle or compromise litigation or administrative proceedings in the name of any Unit Owner as provided in Section 82.102(4) of the Act; and

(c) all powers necessary, appropriate, or advisable to perform any purpose or duty of the Association as set out in this Certificate of Formation, the Bylaws, the Declaration, or Texas Law.

ARTICLE V  
MEMBERSHIP

The Association shall be a non-stock membership corporation. The Declaration and Bylaws shall determine the number and qualifications of members of the Association ("Members"), the voting rights and other privileges of membership and the obligations and liabilities of Members. Cumulative voting is not allowed.

Members holding 100% of the aggregate votes represented at a meeting of the Members in person or by a legitimate proxy in a form approved by the Board of Directors, shall constitute a quorum for voting on matters brought before the Members (a "Quorum"). Except as otherwise provided by Texas Law, the Declaration, this Certificate of Formation or the Bylaws, the vote of Members holding, in the aggregate, 100% of the votes present or voting by legitimate proxy at a called meeting at which a Quorum is present shall be the act of the Members. Notice requirements for all actions proposed to be taken by the Association which require an approval by a vote of the Members shall be given as set forth in the Bylaws, as such may be amended from time to time.

ARTICLE VI  
MANAGEMENT OF THE ASSOCIATION

The management and affairs of the Association shall be vested in the Board of Directors, except for those matters expressly reserved to others in the Declaration and Bylaws. The Bylaws shall determine the number and qualification of directors; the term of office of directors; the methods of electing, removing, and replacing directors; and the methods of holding a meeting of the Board of Directors and obtaining consents.

ARTICLE VII  
WINDING UP AND TERMINATION

Winding up of the Association may be accomplished only by resolution adopted by the Board of Directors which is approved by the Members holding in the aggregate 100% of the votes by the Members present or voting by legitimate proxy at a called meeting at which a Quorum is present. Upon a termination of the Association, all assets, both real and personal, of the Association shall be applied and distributed in accordance with the provisions of Section 22.304 of the TNCL, as amended.

ARTICLE VIII  
REGISTERED OFFICE AND AGENT

The street address of the Association's initial registered office is 400 W. 15th Street, Suite 1100, Austin, Texas 78701, and the name of its initial registered agent at such address is Stan Erwin.

ARTICLE IX  
AMENDMENTS TO BYLAWS

The power to amend or repeal the Bylaws or to adopt new bylaws is reserved exclusively to the Members.

ARTICLE X  
INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is four (4), and the names and addresses of the persons who are to serve as directors are:

O. Jamil Alam  
400 W. 15th Street  
Suite 1100  
Austin, Texas 78701

David Watson  
400 W. 15th Street  
Suite 1100  
Austin, Texas 78701

Stan Erwin  
400 W. 15th Street  
Suite 1100  
Austin, Texas 78701

Cindy Harris  
2001 Ross Avenue  
Suite 3400  
Dallas, Texas 75201

ARTICLE XI  
ACTION WITHOUT MEETING OF DIRECTORS

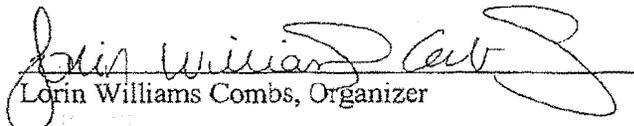
An action approved by unanimous written consent of the Board of Directors has the effect of an approval by a unanimous vote of the directors at a meeting.

ARTICLE XII  
ORGANIZER

The name and address of the organizer is:

Lorin Williams Combs, Esq.  
Winstead Sechrest & Minick P.C.  
5400 Renaissance Tower  
1201 Elm Street  
Dallas, Texas 75270

IN WITNESS WHEREOF, I have hereunto set my hand this the 28th day of March,  
2006.

  
Lorin Williams Combs, Organizer