

ARTICLES OF INCORPORATION

OF

CASTLEWOOD TENNIS CLUB ASSOCIATION

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 Nonprofit Corporation Act, do hereby adopt the following as Articles of Incorporation for such corporation.

AMENDED
7/19/1983

①. NAME:

FOREST HOMEOWNERS

The name of the corporation is CASTLEWOOD ~~TENNIS CLUB~~ ASSOCIATION, hereinafter sometimes called the "Corporation" or the "Association".

2. NONPROFIT:

The corporation is a nonprofit corporation.

3. DURATION:

The period of its duration is perpetual.

4. PURPOSES AND POWERS:

The purpose or purposes for which the corporation is organized are to promote the recreation, health, safety and welfare of the record owners and/or residents in the properties (All of those lots, except Lot 1, Block 1, as said lots are shown by a map or plat of that subdivision known as CASTLEWOOD FOREST as shown by map or plat recorded in Volume 7900, Page 109, Deed and Plat Records, Bexar County, Texas.), to the improvement and maintenance of the Common Area, including, but not limited to, constructing and maintaining tennis courts and similar recreational facilities within that certain tract of land described as:

Lot 1, Block 1 (referred to herein as Common Area), said Lot 1, Block 1, being shown on a map or plat of that subdivision known as CASTLEWOOD FOREST, said map or plat being recorded in Volume 7900, Page 109, Deed and Plat Records, Bexar County, Texas,

and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligation of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the Declaration, applicable to the property, and as the same may be amended from time to time as therein provided, said Declaration being dated the _____ day of January, 1978, the same to be recorded in the Deed Records of Bexar County, Texas, subsequent to the issuance of the Secretary of State of the Articles of Incorporation of this Corporation.

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 by 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 two-thirds of the then 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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of the then class of members, agreeing to such dedication, sale or transfer;

F. Participate in mergers and consolidations with other nonprofit 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 two-thirds of the then class of members, or as may be provided for in said Declaration

G. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Nonprofit Corporation Act by law may now or hereafter have or exercise.

5. MEMBERSHIP:

Every record owner, whether one or more persons or entities, of fee simple title 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 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 assessment by the Association. By the term "record owner" is meant that owner as reflected by the Deed Records of Bexar County, Texas, for that Lot for which ownership is pertinent. The term "Lot" as used above refers to any one or more of the lots (except the Common Area) shown on the plat to which reference is made in Article 4.

6. VOTING RIGHTS:

The Association shall have two classes of voting membership:

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 owner. 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.

Class B. The Class B members shall be the Declarant (as defined in the Declaration) and shall be entitled to three votes for each Lot owned. The Class B membership shall cease and be converted to Class A. membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

AMENDED
7/19/1983

7. BOARD OF DIRECTORS:

The affairs of this Association shall be managed by a Board of ~~three~~ ^{SEVEN} Directors, who ~~must not~~ ^{MUST} be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association.

At the first annual meeting the Class A members shall elect one Director for a term of one year, and the Class B members shall elect two Directors for a term of one year; and at each annual meeting thereafter the same procedure shall be followed until there are no longer any Class B members; and at such time the Class A members shall thereafter elect the entire Board of Directors.

8. DISSOLUTION:

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds of each class of members. 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. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

9. AMENDMENTS:

Amendments of these Articles shall require the assent of three-fourths of the combined votes of all membership (Class A and Class B).

10. REGISTERED AGENT:

The street address of the initial registered office of the corporation is Suite No. 3, 5002 West Avenue, San Antonio, Texas, 78216, and the name of its registered agent at such address is FABIAN KRAJMALNIK.

11. INITIAL BOARD OF DIRECTORS:

The number of directors constituting the initial Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as the initial Directors are:

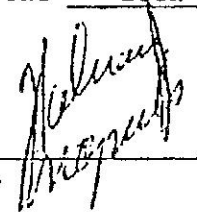
FABIAN KRAJMALNIK	Suite No. 3, 5002 West Avenue, San Antonio, Texas, 78216
BELINDA G. KRAJMALNIK	3011 Whisper Lark, San Antonio, Texas 78230
WILLIAM J. TRUESDELL	Apt. #1006, 8715 Data Point Drive, San Antonio, Texas 78225

12. INCORPORATORS:

The name and address of each incorporator is:

FABIAN KRAJMALNIK	Suite No. 3, 5002 West Avenue, San Antonio, Texas, 78216
BELINDA G. KRAJMALNIK	3011 Whisper Lark, San Antonio, Texas 78230
WILLIAM J. TRUESDELL	Apt. #1006, 8715 Data Point Drive, San Antonio, Texas 78225

IN WITNESS WHEREOF, we have hereunto set our hands on this, the 26th day of April, 1978.



FABIAN KRAJMALNIK



BELINDA G. KRAJMALNIK



WILLIAM J. TRUESDELL

STATE OF TEXAS
COUNTY OF BEXAR

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BEFORE ME, the undersigned authority, on this day personally appeared FABIAN KRAJMALNIK, BELINDA G. KRAJMALNIK and WILLIAM J. TRUESDELL, each of said persons known to me to be a credible person, and who, after being by me duly placed upon their oaths stated on their oaths that they had read the foregoing instrument and further stated that all of the facts set out therein are true and correct, whereupon said parties signed the foregoing instrument and they further stated that they had signed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this, the 26th day of April, 1978.

Notary Public, Bexar County, Texas

NOV 23 1983

Clerk II S
Corporations Section

1153022 *HL*

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, TEX. REV. CIV. STAT. ANN. art. 1396-4.03 (Vernon 1980), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which change the name of the corporation, increase the number of directors and change the residency requirement for the directors.

ARTICLE I

The name of the corporation is the Castlewood Tennis Club Association.

ARTICLE II

The following amendments to the Articles of Incorporation were adopted by the corporation on July 19, 1983.

1. Article 1. of the Articles of Incorporation is hereby amended to read as follows:

1. NAME:
The name of the corporation is CASTLEWOOD FOREST HOMEOWNERS' ASSOCIATION, hereinafter sometimes called the "Corporation" or the "Association."

2. Article 7. of the Articles of Incorporation is hereby amended to read as follows:

7. BOARD OF DIRECTORS:
The affairs of this Association shall be managed by a Board of seven Directors, who must be members of the Association. The number of Directors maybe changed by amendment of the Bylaws of the Association. The

Directors shall be elected for a term of one year at each annual meeting.

ARTICLE III


The amendments were adopted in the following manner:

The amendments were adopted at a meeting of the members held on July 19, 1983, at which a quorum was present, and the amendments received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.


DATED October 5, 1983.

CASTLEWOOD TENNIS CLUB
CLUB ASSOCIATION

By


Herman H. Bockstege, Jr.
President

By


Joan Buenrostro
Secretary

STATE OF TEXAS
COUNTY OF BEXAR

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I, Marian R. Lewis, a Notary Public, do hereby certify that on this 5th day of October, 1983, personally appeared before me HERMAN H. BOCKSTEGE, JR., who, being duly sworn, declared that he is the President of the corporation executing the foregoing document in the capacity therein set forth, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Marian R. Lewis
Notary Public,
State of Texas
MARIAN R. LEWIS
My Commission Expires
11-28-84

STATE OF TEXAS
COUNTY OF BEXAR

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I, Marian R. Lewis, a Notary Public, do hereby certify that on this 5th day of October, 1983, personally appeared before me JOAN BUENROSTRO, who, being duly sworn, declared that she is the Secretary of the corporation executing the foregoing document in the capacity therein set forth, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Marian R. Lewis
Notary Public,
State of Texas
MARIAN R. LEWIS
My Commission Expires
11-28-84



The State of Texas

Secretary of State

CERTIFICATE OF AMENDMENT

FOR

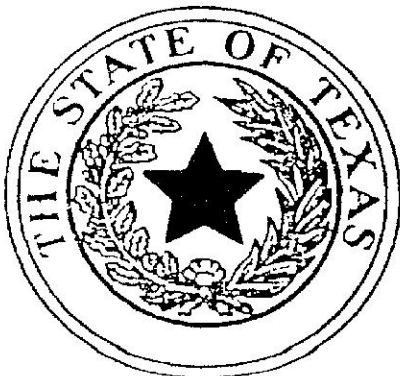
CASTLEWOOD FOREST HOMEOWNERS' ASSOCIATION
FORMERLY

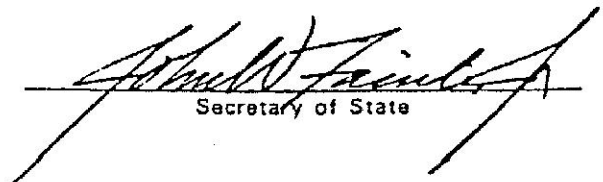
CASTLEWOOD TENNIS CLUB ASSOCIATION
CHARTER NUMBER 436150

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT ARTICLES OF AMENDMENT, DULY SIGNED AND VERIFIED, HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN HIM BY LAW, ISSUES THIS CERTIFICATE AND ATTACHES HERETO A COPY OF THE ARTICLES OF AMENDMENT.

DATED NOV. 23, 1933




Secretary of State



The State of Texas

Secretary of State

NOV. 23, 1933

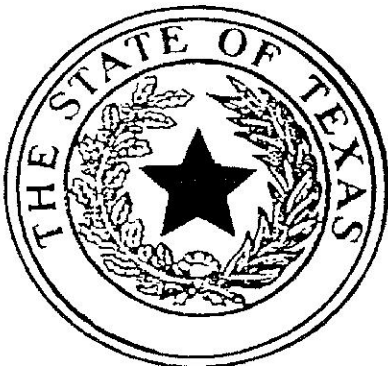
CASTLE WOOD FOREST HOMEOWNERS
12703 CASTLE BEND
SAN ANTONIO, TX. 78230

RE: CASTLEWOOD FOREST HOMEOWNERS' ASSOCIATION
FORMERLY: CASTLEWOOD TENNIS CLUB ASSOCIATION
CHARTER NUMBER 436150-1

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR ARTICLES OF AMENDMENT. THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES, AND THE ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

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



VERY TRULY YOURS,


Secretary of State