

Articles of Incorporation
The Waters Condominium Association

ARTICLES OF INCORPORATION
OF
THE WATERS CONDOMINIUM ASSOCIATION
A Texas Nonprofit Corporation

FILED
In the Office of the
Secretary of State of Texas
NOV 28 2005
Corporations Section

I, the undersigned natural person over the age of eighteen years, acting as incorporator of a corporation under the Texas Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation for the corporation:

ARTICLE 1. PROPERTY. These Articles of Incorporation pertain to The Waters at Horseshoe Bay Resort Condominium, located in an unincorporated portion of Llano County, Texas, as shown on Exhibit A..

ARTICLE 2. DECLARATION. The Property is or will be subject to the Declaration of The Waters at Horseshoe Bay Resort Condominium, recorded or to be recorded in the Real Property Records of Llano County, Texas, as amended from time to time (the "**Declaration**").

ARTICLE 3. ASSOCIATION. The corporation is the unit owners' association organized pursuant to Section 82.101, Texas Uniform Condominium Act, which is defined as the "**Association**" in the Declaration.

ARTICLE 4. NAME. The name of the Association is The Waters Condominium Association.

ARTICLE 5. NONPROFIT. The Association is a nonprofit corporation, organized pursuant to the Texas Nonprofit Corporation Act.

ARTICLE 6. DURATION. The duration of the Association is perpetual.

ARTICLE 7. PURPOSES. The general purposes for which the Association is formed are to exercise the rights and powers and to perform the duties and obligations of a Texas condominium association, in accordance with the Declaration, the Bylaws of the Association, and State law, including the Texas Uniform Condominium Act, as each may be amended from time to time.

ARTICLE 8. POWERS. In furtherance of its purposes, the Association has the following powers which, unless indicated otherwise by these Articles, the Declaration, the Bylaws, or State law, may be exercised by the Board of Directors: (1) all rights and powers conferred on nonprofit corporations by State law in effect from time to time; (2) all rights and powers conferred on condominium associations by State law, including the Texas Uniform Condominium Act, in effect from time to time; (3) all powers necessary, appropriate, or advisable to perform any purpose or duty of the Association as set out in these Articles, the Bylaws, the Declaration, or State law.

ARTICLE 9. MEMBERSHIP. The Association is a nonstock membership corporation. The Declaration and Bylaws will determine the number and qualifications of Members of the Association; any classes of membership; the voting rights and other privileges of membership; and the obligations and liabilities of Members. Cumulative voting is not allowed.

ARTICLE 10. MANAGEMENT BY BOARD. The management and affairs of the Association are vested in the Board of Directors, except for those matters expressly reserved to others in the Declaration and Bylaws. The Bylaws may 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 Board meeting and obtaining consents.

ARTICLE 11. DECLARANT CONTROL PERIOD. The Declaration provides for a Declarant Control Period during which the number, qualification, appointment, removal, and replacement of directors are governed by the Declarant's reservations in Appendix B of the Declaration.

ARTICLE 12. LIMITATIONS ON LIABILITY. a. Except as provided in Paragraph b below, an officer or director of the Association is not liable to the Association or its Members for monetary damages for acts or omissions that occur in the person's capacity as an officer or director, except to the extent a person is found liable for (1) a breach of the officer or director's duty of loyalty to the Association or its Members; (2) an act or omission not in good faith that constitutes a breach of duty of the officer or director to the Association; (3) an act or omission that involves intentional misconduct or a knowing violation of the law; (4) a transaction from which the officer or director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office; or (5) an act or omission for which the liability of an officer or director is expressly provided by an applicable statute. The liability of officers and directors of the Association may also be limited by the Charitable Immunity and Liability Act of 1987, Chapter 84, Texas Civil Practice and Remedies Code, as amended.

b. The limitation on the liability of an officer or director does not eliminate or modify that person's liability as a Member of the Association. The liability of a Member arising out of a contract made by the Association, or out of the indemnification of officers or directors, or for damages as a result of injuries arising in connection with the Property, or for liabilities incurred by the Association, will be limited to the same proportion for which he is liable for common expenses as a Member of the Association.

ARTICLE 13. INDEMNIFICATION. Subject to the limitations and requirements of Art. 1396-2.22A of the Nonprofit Corporation Act, the Association will indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was an officer or director of the Association. Additionally, the Association may indemnify a person who is or was an employee, trustee, agent, or attorney of the Association, against any liability asserted against him and incurred by him in that capacity and arising out of that capacity.

ARTICLE 14. AMENDMENT OF ARTICLES. These Articles may be amended in accordance with the Nonprofit Corporation Act, subject to the following: (1) an amendment may not conflict with the Declaration or State law, including the Texas Uniform Condominium Act, (2) an amendment may not impair or dilute a right granted to a person by the Declaration, without that person's written consent, and (3) without Member approval, the Board of Directors may adopt amendments permitted by Art. 1396-4.02.A(4) of the Nonprofit Corporation Act.

ARTICLE 15. AMENDMENT OF BYLAWS. The Bylaws of the Association may be amended or repealed according to the amendment provision of the Bylaws, which may reserve those powers to the Members, exclusively.

ARTICLE 16. DISSOLUTION. The Association may be dissolved only as provided in the Declaration, Bylaws, and by State law. On dissolution, the assets of the Association will be distributed in accordance with the Declaration provision for distribution upon termination. If the Declaration has no such provision, then in accordance with the termination provision of the Texas Uniform Condominium Act.

ARTICLE 17. ACTION WITHOUT MEETING. Pursuant to Article 1396-9.10.C. of the Nonprofit Corporation Act, any action required by the Nonprofit Corporation Act to be taken at a meeting of the Members or directors, 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.

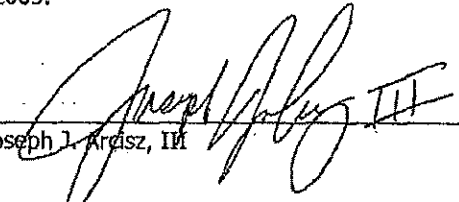
ARTICLE 18. INITIAL BOARD OF DIRECTORS. The Initial Board consists of three directors who will serve as directors until their successors are elected and qualified, as provided in the Bylaws. The name and address of each initial director is as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Craig B. Alter | 2102 Cove East, Horseshoe Bay, Texas 78657 |
| Mary Lou Delehant | 515 W. Southlake Boulevard, Suite 130, Southlake, Texas 76092 |
| Jason Longo | 515 W. Southlake Boulevard, Suite 130, Southlake, Texas 76092 |

ARTICLE 19. INITIAL REGISTERED AGENT & OFFICE. The name of the Association's initial registered agent is Jason Longo. The address of its initial registered agent is 515 W. Southlake Blvd., Suite 130, Southlake, Texas 76092.

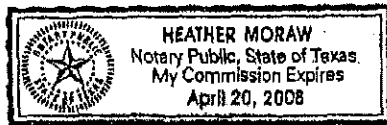
ARTICLE 20. INCORPORATOR. The name of the incorporator is Joseph J. Arcisz, III. The incorporator's address is c/o Centex Destination Properties, 515 W. Southlake Blvd, Suite 130, Southlake, Texas 76092.

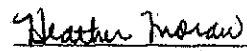
SIGNED this 7th day of November 2005.


Joseph J. Arcisz, III

THE STATE OF TEXAS §
 §
COUNTY OF Tarrant §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on this 7th day of November 2005 by Joseph J. Arcisz, III.




Notary Public, The State of Texas

After recording, please return to:

Ms. MaryLou Delehant
Centex Destination Properties
515 W. Southlake Blvd., Suite 130
Southlake, Texas 76092

LEGAL DESCRIPTION

Tract AAA-1A (4.15 acres), Tract AAA-1B (2.24 acres), Tract AAA-4A (4.86 acres), Tract AAA-4B (0.24 acres), Tract AAA-6A (0.87 acre), and Tract AAA-6B (0.18 acre), all as shown on Horseshoe Bay Plat No. 64.3 Tract "AAA" 33,85 Acres recorded on June 7, 2005 in the Official Records of Llano County, Texas, in Volume 15, Pages 56, through 58.