



Office of the Secretary of State

CERTIFICATE OF FILING OF

Pradera Ridge Homeowners Association, Inc.
File Number: 804264667

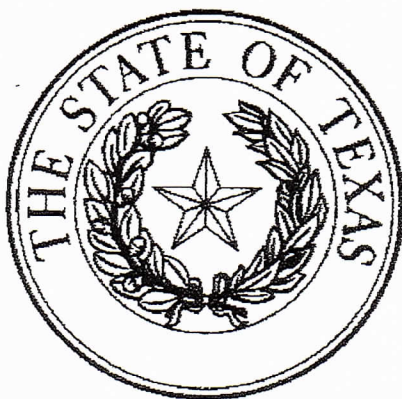
The undersigned, as Deputy Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Deputy Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a 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: 10/05/2021

Effective: 10/05/2021



A handwritten signature in black ink, appearing to read "Jose A. Esparza".

Jose A. Esparza
Deputy Secretary of State

CERTIFICATE OF FORMATION

OF

PRADERA RIDGE HOMEOWNERS ASSOCIATION, INC.

(A Texas Non-Profit Corporation)

I, the undersigned natural person over the age of eighteen years, acting as the organizer of a corporation under the Texas Business Organizations Code do hereby adopt the following Certificate of Formation for such corporation:

**ARTICLE 1
HOMEOWNERS ASSOCIATION**

The corporation shall be, mean and constitute a mandatory "property owners association" organized pursuant to Texas Property Code 202.001(2), which is defined as the "Association" in the Declaration of Covenants, Conditions and Restrictions ("Declaration"), to be recorded in the Official Records of Wilson County, Texas, as may be amended from time to time, with respect to certain real property located in Wilson County, Texas known as Pradera Ridge, a Subdivision.

**ARTICLE 2
NAME**

The name of the Association is: Pradera Ridge Homeowners Association, Inc.

**ARTICLE 3
NON-PROFIT**

This Certificate of Formation is being filed to create non-profit corporate status for the Association pursuant to the Texas Business Organizations Code.

**ARTICLE 4
DURATION**

The duration of the Association shall be perpetual.

**ARTICLE 5
GOVERNING DOCUMENTS**

As used herein, the Governing Documents of the Association shall mean this Certificate of Formation, the Declaration, the Bylaws of the Association, all rules, regulations, policies,

guidelines, and all other documents that govern the Association, as each may be amended from time to time.

ARTICLE 6 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 the Association, in accordance with the Governing Documents and State Law.

ARTICLE 7 POWERS

In furtherance of its purposes, the Association shall have the following powers which, unless indicated otherwise by the Governing Documents or State Law, may be exercised by the Board of Directors:

1. All rights and powers conferred upon non-profit entities by State Law in effect from time to time;
2. All rights and powers conferred upon property owners associations by State Law, including under Texas Property Code Title 11, in effect from time to time; and
3. All powers necessary, appropriate or advisable to perform any purpose or duty of the Association as set out in the Governing Documents or State Law.

ARTICLE 8 MEMBERSHIP

The Association shall be a non-stock membership organization. The Declaration and Bylaws shall determine the number of qualifications of the members of the Association; the voting rights and other privileges of membership; and the obligations and liabilities of members. Cumulative voting is not allowed.

ARTICLE 9 MANAGEMENT BY BOARD

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 Governing Documents. The Bylaws shall determine the number and qualification of directors; the term of office of directors, the method of electing, removing and replacing directors, and the methods of holding a board meeting and obtaining consents.

ARTICLE 10
LIMITATIONS OF LIABILITY

- a. Except as provided in Paragraph d. below, a 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 a director except to the extent a person is found liable for:
- (i) a breach of the director's duty of loyalty to the Association or its members;
 - (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Association;
 - (iii) an act or omission that involves intentional misconduct or knowing violation of law;
 - (iv) a transaction from which the director receives an improper benefit, whether or not the benefit resulted from the action taken within the scope of the person's office; or
 - (v) an act or omission for which the liability of a director is expressly provided by applicable statute.
- b. An officer is not liable to the Association or any other person for an action taken or omission made by the officer in the person's capacity as an officer unless the officer's conduct was not exercised:
- (i) in good faith;
 - (ii) with ordinary care; and
 - (iii) in a manner the officer reasonably believes to be the best interest of the Association.
- c. The liability of officers, directors and other volunteers 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.
- d. The limitation on the liability of an officer, as director or volunteer does not eliminate or modify that person's liability as a member of the Association. It is intended that the liability of any member arising out of any contract made by the Association, or out of the indemnification of any officer, director or volunteer, or for damages as a result of injuries arising in connection with the common

elements, or for liabilities incurred by the Association, shall be limited to the same proportion in which he is liable for common expenses as a member of the Association.

ARTICLE 11 INDEMNIFICATION

Subject to the limitations and requirements of Chapter 8 of the Business Organizations Code, the Association shall indemnify a person who was, or is threatened to be, made a named defendant or respondent in a proceeding because the person is or was an officer, director, committee chair or committee member 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 such a capacity and arising out of his status as such a person.

ARTICLE 12 AMENDMENT OF THE CERTIFICATE OF FORMATION

This Certificate of Formation may be amended or restated in accordance with the Business Organizations Code, subject to the following:

1. An amendment shall not conflict with the Declaration or applicable State Law, including Title 11 of the Texas Property Code, in effect from time to time.
2. An amendment shall not impair or dilute a right granted to a person by the Declaration, without that person's written consent.
3. Any amendment must be in accordance with the applicable provisions of the Business Organizations Code.
4. Without member approval, the Board of Directors may adopt amendments permitted by Section 22.107 of the Business Organizations Code.

ARTICLE 13 WINDING UP

The Association may be wound up only as provided in the Declaration, Bylaws and State Law.

ARTICLE 14 ACTION WITHOUT A MEETING

Pursuant to Sections 6.202 and 22.220 of the Business Organizations Code, any action required by Chapter 22 of the Business Organizations Code to be taken at a meeting of the

members of owners, or any action that may be taken at a meeting of the directors or members 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, owners, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, owners, directors, or members of the committee were present and voted.

**ARTICLE 15
INITIAL GOVERNING BODY**

The initial governing body shall consist of a board of three directors who shall serve as directors until their successors shall have been elected and qualified, as provided in the Bylaws. The name and address of each initial director is as follows:

Andrew Werner
364 Abrego Lake Drive
Floresville, TX 78114

Bryan Gumm
604 O'Brien Road
Refugio, TX 78377

Jack Gumm
106 Blue Rock Ct.
Victoria, TX 77904

**ARTICLE 16
REGISTERED AGENT**

The name of the Association's registered agent and registered office is:

Andrew Werner
364 Abrego Lake Drive
Floresville, TX 78114

**ARTICLE 17
ORGANIZER**

The name and address of the organizer is:

Mary Adair
4630 N. Loop 1604 West, Suite 206
San Antonio, Texas 78249

**ARTICLE 18
REAL PROPERTY**

This Certificate of Formation pertains to the Pradera Ridge Subdivision, being a development of 58 acres located in Wilson County, Texas, to be described in a plat to be filed in the Official Records of Wilson County, Texas, as may be amended, supplemented and restated from time to time, together with all real property that may be annexed thereto from time to time.

**ARTICLE 19
CHANGE IN STATUS**

The continuing existence of the Association as described in the Governing Documents is vested in its members. During any period in which the Association is not incorporated or loses its corporate status, it will be subject to the Texas Uniform Unincorporated Nonprofit Association Act and this Certificate of Formation shall continue to be effective as a Governing Document of the Association.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument on this 17th day of September, 2021.

Mary E. Adair
Mary Adair, Organizer

THE STATE OF TEXAS §

COUNTY OF BEXAR §

Before me, MARY ADAIR, personally appeared on this 17th day of September, 2021, known to me to be the person whose name is subscribed to the foregoing instrument.

[Signature]
Notary Public in and for the State of Texas

