



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for THE TERRACES CONDOMINIUMS HOMEOWNERS ASSOCIATION, INC. (file number 73615501), a Domestic Nonprofit Corporation, was filed in this office on January 16, 1985.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 17, 2011.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

THE TERRACES CONDOMINIUMS HOMEOWNERS ASSOCIATION, INC.
Filing Number: 73615501

Articles Of Incorporation

January 16, 1985

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 17, 2011.



A handwritten signature in cursive script, reading "Hope Andrade".

Hope Andrade
Secretary of State

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ARTICLES OF INCORPORATION
OF TERRACES CONDOMINIUMS HOMEOWNERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non Profit Corporation Act, do hereby adopt the following articles of incorporation for such corporation.

ARTICLE I

The name of the corporation is: THE TERRACES CONDOMINIUMS HOMEOWNERS ASSOCIATION, INC., hereinafter sometimes called the "Corporation" or the "Association".

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the Corporation is organized are:

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Clerk D
Corporation Section

(1) to operate, manage, maintain and administer the affairs of The Terraces Condominiums, (hereinafter sometimes referred to as "the Project" or "the Condominium Project") a condominium project established pursuant to Chapter 81 of Vernon's Texas Property Code Annotated and that certain DECLARATION AND MASTER DEED FOR THE TERRACES, A CONDOMINIUM PROJECT (the "Declaration") to be recorded in the Condominium Records of Travis County, Texas, said Declaration being incorporated herein by reference for all purposes;

(2) to enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of the Condominium Project in accordance with the Declaration and the BYLAWS OF THE TERRACES CONDOMINIUMS HOMEOWNERS ASSOCIATION, INC., a non-profit corporation (the "Bylaws");

(3) to promote the health, safety and welfare of the residents within the Condominium Project;

(4) to exercise the powers and privileges and to perform all of the duties and obligations of the Corporation arising from the Declaration as amended from time to time;

(5) to enforce applicable provisions of the Declaration, the Bylaws, any rules and regulations of the Corporation, and any other instrument for the management and control of the Project, including without limitation, the power:

(a) to fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

(b) to contract for and pay all expenses incurred in connection with the maintenance, gardening, utilities, materials, supplies and services relating to the Common Elements of the Project (as defined in the Declaration);

(c) to employ personnel reasonably necessary for administration and control of the Common Elements, including lawyers and accountants where appropriate; and

(d) to pay all office and other expenses incident to the conduct of business of the Corporation, including all licenses, taxes and special assessments which are or would become a lien on any portion of the Project property;

(6) to have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which the Corporation under the Texas Non-Profit Corporation Act may now or hereafter have or exercise, including without limitation, the power:

(a) to acquire (by purchase, grant or otherwise), annex and merge, 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 Corporation;

(b) to borrow money, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred in accordance with the Declaration limitations; and

(c) to act in the capacity of principal, agent, joint venturer, partner, or otherwise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and the purposes and powers in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

ARTICLE V

The street address of the initial registered office of the Corporation is 5929 Balcones Drive, Suite 300, Austin, Texas 78731, and the name of its initial registered agent at such address is Dudley D. Hawthorne, Jr.

ARTICLE VI

Every person or entity who is an owner under an executed contract for Deed or a record owner of a fee or undivided fee interest in any condominium unit in the Project, and only such persons or entities shall be a member of the Association. Ownership, as defined herein, of such condominium unit shall be the sole qualification for membership in the Corporation and membership in the Corporation shall be appurtenant to and may not be separated from ownership of any condominium unit in the Project. The Corporation may (but shall not be required to) issue certificates evidencing membership herein. The share of an owner in the funds and assets of the Corporation cannot be assigned, pledged or transferred in any manner except as an appurtenance to his unit in the Condominium Project.

No owner, other than the Declarant or Developer under the Declaration shall be entitled to vote at any meeting of the Corporation until he has presented to the Corporation evidence of ownership of a unit in the Condominium Project. The vote of each owner may be cast by such owner or by proxy given to his duly authorized representative.

11.1 FAIRLE COPY

Each owner shall be entitled to a vote, the value of which shall be based on the proportionate share of the total Project owned by the particular owner, as set forth more fully in the Declaration. When more than one person or entity holds an interest in any condominium unit, all such persons may exercise the voting power granted herein as they among themselves determine, but in no event shall more than one vote be counted with respect to any condominium unit. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

An owner in default of any provision of the Declaration shall not be entitled to vote at any meeting of the Corporation so long as such default is in existence.

ARTICLE VII

The name and street address of each incorporator is:

NAME	ADDRESS
Larry Langley	2500 InterFirst Tower Austin, Texas 78701
Steven R. Martens	2500 InterFirst Tower Austin, Texas 78701
Kelly M. Wrenn	2500 InterFirst Tower Austin, Texas 78701

ARTICLE VIII

The affairs of this Association shall be managed by a Board of Directors consisting of three (3) Directors until the first meeting of the Association, at which meeting, five (5) members of the Association shall be elected to the Board of Directors. The number of Directors may be changed only by amendment of these Articles of Incorporation, and may not be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of initial Directors until the selection of their successors are:

NAME	ADDRESS
Dudley D. Hawthorne, Jr.	5929 Balcones Drive, Suite 300 Austin, Texas 78731
Darryl L. Kelinske	5929 Balcones Drive, Suite 300 Austin, Texas 78731
Cynthia L. Sansom	5929 Balcones Drive, Suite 300 Austin, Texas 78731

All of the powers and prerogatives of the Corporation shall be exercised by the initial Board of Directors above named until the first meeting of the Association. The first meeting of the Association shall be held upon the first to occur of the following:

- (a) 120 days after seventy-five percent (75%) of the Units in the Project have been conveyed to Unit owners; or
- (b) 3 years following conveyance of the first Unit in the Project.

ARTICLE IX

Amendment of these Articles of Incorporation shall be by proposal submitted to the membership of the Association. Any such proposed amendment shall be adopted only upon receiving at least ninety percent (90%) vote of the membership.

IN WITNESS WHEREOF, we have hereunto set out hands, this 16th day of January, 1985.

Larry Langley

Steven R. Martens

Kelly M. Wrenn

SWORN TO January 16, 1985

Notary Public - State of Texas

JEANNE HEXT

NOTARY PUBLIC, STATE OF TEXAS
MY COMMISSION EXPIRES 1-1-87