



## Office of the Secretary of State

### CERTIFICATE OF INCORPORATION OF

Estates of Loma Vista HOA, Inc.  
Filing Number: 800177870

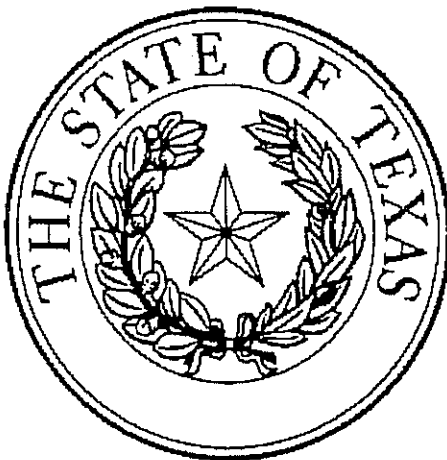
The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation 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: 02/26/2003

Effective: 02/26/2003



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
ESTATES OF LOMA VISTA HOA, INC.

SECRET  
FEB 26 2003  
Corporations Section

The undersigned natural person of the age of eighteen (18) years or more, acting as sole incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I.**

The name of the corporation is Estates of Loma Vista HOA, Inc.

**ARTICLE II.**

The corporation is a non-profit corporation.

**ARTICLE III.**

The period of the corporation's duration is perpetual.

**ARTICLE IV.**

The corporation is organized in accordance with, and shall operate for nonprofit purposes pursuant to, the Texas Nonprofit Corporation Act. The corporation is formed for the sole purpose of exercising all of the power and privileges, and performing all of the duties and obligations, of the "Association", as defined and set forth in that certain Declaration of Covenants, Conditions and Restrictions for Loma Vista, recorded in the Official Public Records of Travis County, Texas under Document No. 2001162802 (said Declaration, as amended from time to time, the "Declaration"). Without limiting the generality of the preceding sentence, the corporation is organized to maintain, preserve and provide architectural control for the Property and Common Area (as such terms may

be defined in the Declaration from time to time), and to promote the health, safety and welfare of the residents of the Property, and in the exercise of these purposes:

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

(b) to pay all expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the corporation's property; and

(c) to have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Nonprofit Corporation Act may now or hereafter have or exercise, subject to any limits set forth in the Declaration.

No part of the corporation's property, whether income or principal, shall inure to the benefit of, or be distributable to, its members, directors, officers or employees, or any person having a personal or private interest in the activities of the corporation, nor shall any of said persons receive or be entitled to receive any payment from the corporation except reasonable compensation for personal services actually rendered in carrying out the corporation's purposes. Nothing contained in these Articles authorizes the corporation to carry on any activity for the profit of its members.

#### ARTICLE V.

The street address of the initial registered office of the corporation is c/o The Blake Magee Company, 1011 N. Lamar Blvd., Austin, Texas 78703. The name of its initial registered agent at such address is Blake J. Magee.

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**ARTICLE VI.**

The corporation shall have members. Membership in the corporation is dependent upon ownership of a qualifying interest in the Property, as more particularly set forth in the Declaration. Such membership is appurtenant to, and shall run with, the qualifying interest. More specific membership requirements, and a description of the members' voting rights, are set forth in the Declaration and the bylaws of the corporation.

**ARTICLE VII.**

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons as the bylaws may fix. Until changed by the bylaws, the original number of directors shall be three (3). The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the corporation. The names and residences of the persons who shall serve as directors of the corporation until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Blake J. Magee	c/o The Blake Magee Company 1011 N. Lamar Blvd. Austin, Texas 78703
Ana M. Stanton	c/o The Blake Magee Company 1011 N. Lamar Blvd. Austin, Texas 78703
Ken Swisher	9000 Waterford Centre Boulevard Austin, Texas 78758

## ARTICLE VIII.

The initial bylaws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors.

## ARTICLE IX.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the corporation's assets exclusively for the purposes of the corporation in such manner as the Board of Directors shall determine, and the laws of the State of Texas may permit, notwithstanding any provision to the contrary which may be contained in Article 6.02(3) of the Texas Nonprofit Corporation Act.

## ARTICLE X.

No director shall be liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found liable for:

1. a breach of the director's duty of loyalty to the corporation or its members;
2. an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or its members or an act or omission that involves intentional misconduct or a knowing violation of the law;
3. a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
4. an act or omission for which the liability of the director is expressly provided for by an applicable statute.

Any repeal or modification of this Article by the members of the corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

**ARTICLE XI.**

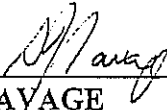
Any action required by the Texas Nonprofit Corporation Act to be taken at a meeting of the members or directors of the corporation, or any action which may be taken at a meeting of the members, directors or of any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be 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. Any such written consents shall be executed, dated, and filed with the corporation in the manner required by Article 1396-9.10(C) of the Texas Nonprofit Corporation Act, and notice of such action shall be given in accordance with Article 1396-9.10(C)(3) of the Texas Nonprofit Corporation Act.

**ARTICLE XII.**

The name and street address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Susan J. Savage	1401 West Avenue, Suite B Austin, Travis County, Texas 78701

EXECUTED BY THE UNDERSIGNED INCORPORATOR on this 26 day of February,  
2003.

  
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SUSAN J. SAYAGE