

FEB 04 2000

Corporations Section

ARTICLES OF INCORPORATION
OF
OVERLOOK ESTATES HOMEOWNERS ASSOCIATION, INC.

I, the undersigned natural person of the age of twenty-one (21) years or more, a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following articles of incorporation of such corporation.

ARTICLE I

The name of the corporation is: OVERLOOK ESTATES 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:

- (1) to operate, manage, maintain and administer the affairs of Overlook Estates, Sections One and Two, subdivisions in Williamson County, Texas (collectively, the "Subdivision"), together with such other properties which may be annexed into the jurisdiction of the Association as provided in the below reference Declaration;
- (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 Subdivision in accordance with the Declaration of Covenants, Conditions and Restrictions of Overlook Estates, Sections One and Two, recorded under Document No. 199955777, Official Records of Williamson County, Texas, (the "Declaration").
- (3) to promote the health, safety and welfare of the lot owners of the Subdivision;

- (4) to exercise the powers and privileges and to perform all of the duties and obligations imposed on the corporation in accordance with the Declaration, as such Declaration may have been heretofore amended or may hereafter be amended, including but without limitation, to fix, levy, collect and enforce payment of assessments for such purposes, as set forth in the Declaration, to pay all expenses in connection therewith and all expenditures incident to the conduct of the administration and business of the Subdivision and all licenses, taxes and other charges as are levied or assessed against the corporation and the common area; and
- (5) to buy, sell and deal in real property, personal property and services, to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have to exercise.

The aforesaid statement of purposes shall be construed as a statement of both purposes and powers and shall be broadly construed to effectuate its intent.

ARTICLE V

The street address of the initial registered office of the corporation is 9099 Research Blvd., Austin, Texas 78758 and the name of its initial registered agent at such address is Vivian Kendrick.

ARTICLE VI

Every person or entity who is a record owner of a fee or undivided fee interest in a lot in the Subdivision, and only such persons or entities, shall be a member of the corporation. Membership in this corporation shall be appurtenant to and may not be separated from ownership of any lot in the Subdivision. Ownership of such lots shall be the sole qualification for membership in this corporation. The corporation may (but shall not be required to) issue certificates evidencing membership herein.

There shall be two classes of membership in the corporation. Class A Members shall be all lot owners, excluding the Declarant. Class B Member shall be the Declarant. The Class B membership shall cease and be automatically converted into Class A Memberships upon the first to occur of (a) when the then Class B Member so designates in writing delivered to the corporation, (b) ten (10) years after the date of recording of the Declaration, or (c) when the total number of votes entitled to be cast by the Class A Members, with respect to the Subdivision, at any meeting of the members or otherwise equals the total number of votes to be cast by the Class B Members, with respect to the Subdivision, but in no event earlier than three (3) years from the date the Declaration is filed with the County Clerk of Williamson County, Texas, for recording

in the Official Records of Williamson County, Texas; provided, however, that if additional land is subject to the jurisdiction of the corporation such that Declarant owns more than twenty-five percent (25%) of all lots, then the Class B Membership shall be reinstated, and shall, once again, be entitled to three (3) votes for each lot owned. When entitled to vote, each Class A Member shall be entitled to one (1) vote for each lot owned. Until such time as Class B membership terminates, the Class B Member shall be entitled to three (3) votes for each lot owned. In the event that ownership interest in a lot is owned by more than one owner, such owners shall exercise their right to vote in such manner as they may among themselves determine, but in no event shall more than one vote be cast for each lot. Such owners shall appoint one of themselves as the owner who shall be entitled to exercise the vote of that lot at any meeting of the corporation. Such designation shall be made in writing to the Board of Directors and shall be revocable at any time by actual written notice to the Board. The Board shall be entitled to rely on any such designation until written notice revoking such designation is received by the Board. In the event that a lot is owned by more than one owner and no single owner is designated to vote on behalf of the owners having an ownership interest in such lot, then none of such owners shall be allowed to vote. All owners may attend meetings of the corporation, and all voting owners may exercise their vote at such meeting either in person or by proxy. The Declarant may exercise the voting rights with respect to lots owned by it.

ARTICLE VII

The name and address of each incorporator is:

NAME:

ADDRESS:

Bill Burba

9099 Research Blvd.
Austin, Texas 78758

ARTICLE VIII

The affairs of this Association shall be managed by a Board of Directors consisting of three (3) directors. The number of directors may be changed by amendment of the Bylaws of the Association. The names and persons who are to act in the capacity of initial directors until the selection of their successors are:

NAME:

ADDRESS:

Vivian Kendrick

9099 Research Blvd.
Austin, Texas 78758

Barry Kendrick

9099 Research Blvd.
Austin, Texas 78758

Bill Burba

9099 Research Blvd.
Austin, Texas 78758

ARTICLE IX

To the fullest extent permitted by law, no director of the corporation shall be liable to the corporation or to its members for monetary damages for an act or omission in the director's capacity as a director, except liability for (i) a breach of the director's duty of loyalty to the corporation or its members, (ii) an act or omission not in good faith that constitutes a breach of duty to the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law, (iii) 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 (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute.


If the Texas statutory law hereafter is amended to further eliminate or limit the liability of a director, then a director of the corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended Texas statutory law.

Any repeal or modification of the foregoing paragraph by the members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE X

The corporation may indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the corporation as provided by the provisions of the Act governing indemnification. The Board of Directors shall have the power to define the requirements and limitations for the corporation to indemnify directors, officers or others related to the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand, this 26 day of January 2000.



Bill Burba



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION

OF

OVERLOOK ESTATES HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01569157

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE 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 CORPORATE 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 FEB. 4, 2000

EFFECTIVE FEB. 4, 2000



A handwritten signature in blue ink, reading "Elton Bomer", written over a horizontal line.

Elton Bomer, Secretary of State



The State of Texas

Secretary of State

FEB. 10, 2000

SNEED VINE & PERRY/ELLEN SENKEL
2995 DAWN DRIVE, SUITE D
GEORGETOWN, TX 78628

RE:
OVERLOOK ESTATES HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01569157-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

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



VERY TRULY YOURS,

A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State