

**ARTICLES OF INCORPORATION
OF
GOLDENWOOD PROPERTY OWNERS' ASSOCIATION**

FILED
In the Office of the
Secretary of State of Texas

MAY 18 1982

ARTICLE I

The name of the corporation is **GOLDENWOOD PROPERTY OWNERS' ASSOCIATION**. CLERK OF
Corporation Division

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The corporation is formed for the purposes of providing for maintenance and preservation of (a) the properties known as Goldenwood Section I, a platted subdivision in Hays County, Texas, which is subject to the provisions of that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the "Declaration"), recorded or to be recorded in the Deed Records of Hays County, Texas, and (b) any additional properties that may hereafter be brought within the jurisdiction of this Association by the imposition on such additional properties of one or more Supplemental Declarations of Covenants, Conditions and Restrictions covering such properties (hereinafter singly called a "Supplemental Declaration" and collectively called the "Supplemental Declarations"); and to perform the other functions and services and to achieve the other purposes provided for and referred to in the Declaration and the Supplemental Declarations; and to

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and all Supplemental Declarations, as the same may be amended or supplemented from time to time as therein provided; the Declaration and all Supplemental Declarations being incorporated herein as if set forth at length;

2. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and all Supplemental Declarations; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the properties of the Association; and

3. Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas may by law now or hereafter have or exercise; provided that none of the objects or purposes herein set out shall be construed to

authorize the corporation to do any act in violation of said Non-Profit Corporation Act or Part Four of the Texas Miscellaneous Corporation Laws Act, and all such objects or purposes are subject to said Acts.

ARTICLE V

The street address of the initial registered office of the corporation is 2806 Mueces, Austin, Texas 78705, and the name of its initial registered agent at such address is Walter Reifalager III.

ARTICLE VI

The affairs of the Association shall be managed by a Board of five (5) Trustees, who need not be members of the Association. The number of Trustees may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to serve as the initial Trustees are:

Constance C. Austin	3102 Glenview, Austin, Texas 78703
E. Paul Frels	6906 Vassar, Austin, Texas 78723
Amy L. Moss	1517 W. 30th Street, Austin, Texas 78703
Walter Reifalager III	1515 W. 30th Street, Austin, Texas 78703
Robert L. Shaw	2014 Ford Street, Austin, Texas 78704

Each of the initial Trustees shall hold office for an initial term of two (2) years and until his successor is duly elected and qualified. At the annual meeting in 1984 the members shall elect one (1) trustee for a term of one year, two (2) trustees for a term of two years, and two (2) trustees for a term of three (3) years; and at each annual meeting thereafter the members shall elect that number of trustees equal to the number of trustees whose terms expire at such time.

ARTICLE VII

~~Each legal owner, whether one or more persons or entities, of the interest in the Lots in the Subdivision (as such term is defined in the Declaration), which is required in order to be deemed an Owner (as such term is defined in the Declaration or any Supplemental Declaration), shall be a member of the Association. Membership in the Association shall be appurtenant to and shall automatically follow the legal ownership of such required interest in a Lot in the Subdivision and may not be separated from such ownership. No instrument shall be necessary to transfer membership and no certificate of membership will be issued.~~

ARTICLE VIII

The Association shall have two classes of membership:

~~Class A. Class A members shall be all those Owners as defined in Article VII hereof with the exception of the Declarant in the Declaration. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article VII in the Declaration. When more than one person holds such interest in any~~

Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be Goldenwood Properties, Inc., a Texas corporation, the Declarant as defined in the Declaration. The Class B member shall be entitled to two (2) votes for each Lot in which it holds the interest required for membership by Article VII and the Declaration; provided, however, that the Class B membership shall cease and be converted to Class A membership at such time as Goldenwood Properties, Inc. has sold and conveyed seventy-five percent (75%) of the Lots subject to the Declaration or any Supplemental Declarations than of record.

The Class A and Class B members shall have no rights as such to vote as a class, except as provided to the contrary herein, and both classes shall vote together upon all matters as one group.

ARTICLE IX

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created or shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

Dissolution of the Association must be approved in writing and signed by not less than two-thirds (2/3) of each class of members.

ARTICLE X

The name and street address of each incorporator is:

Amy L. Moss	1517 W. 30th Street, Austin, Texas 78703
Walter Reifslager III	1515 W. 30th Street, Austin, Texas 78705
Robert L. Shaw	2014 Ford Street, Austin, Texas 78704

IN WITNESS WHEREOF, the abovenamed incorporators have hereunto set their hands this 17th day of May, A.D., 1982.

Amy L. Moss
Amy L. Moss
Walter Reifslager III
Walter Reifslager III
Robert L. Shaw
Robert L. Shaw

STATE OF TEXAS
COUNTY OF TRAVIS

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BEFORE ME, a notary public, on this day personally appeared Amy L. Moss, Walter Reifslager III, and Robert L. Shaw, known to me to be the persons whose names are subscribed to the foregoing document and after being duly sworn acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL of office this ^{17th} day of May, 1982.

Marian G. McFadden
Marian G. McFadden, Notary Public, Travis
County, Texas
My Commission expires: 12/19/84

CONSENT TO USE OF NAME

GOLDENWOOD PROPERTIES, INC., a corporation organized under the laws of the State of Texas, hereby consents to the organization of a corporation under the laws of the State of Texas by Amy L. Moss, Walter Reifslager III and Robert L. Shaw under the corporate name of GOLDENWOOD PROPERTY OWNER'S ASSOCIATION, INC.

IN WITNESS WHEREOF, this Consent has been executed on behalf of GOLDENWOOD PROPERTIES by its officer hereunto duly authorized this 18th day of May, 1982.

GOLDENWOOD PROPERTIES

By Walter Reifslager III
President
