



The State of Texas  
Secretary of State

NOV. 29, 2000

SHERRY CLUCK (FSP DEVELOPMENT OF TEXAS, LLC  
206 WEST MAIN STREET, SUITE 106  
ROUND ROCK ,TX 78664

RE:  
SIERRA WEST SECTION I PROPERTY OWNERS ASSOCIATION, INC.

CHARTER NUMBER 01607022-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE UN 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



The State of Texas  
Secretary of State

CERTIFICATE OF INCORPORATION  
OF

SIERRA WEST SECTION I PROPERTY OWNERS ASSOCIATION, INC.  
CHARTER NUMBER 01607022

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 NOV. 27, 2000

EFFECTIVE NOV. 27, 2000



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

Elton Bomer, Secretary of State

**ARTICLES OF INCORPORATION  
OF  
SIERRA WEST SECTION I  
PROPERTY OWNERS ASSOCIATION, INC.  
A Texas Non-Profit Corporation**

FILED  
In the Office of the  
Secretary of State of Texas

NOV 27 2000

Operations Section

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

**ARTICLE ONE**

Name

The name of the corporation is SIERRA WEST SECTION I PROPERTY OWNERS ASSOCIATION, INC. (hereinafter called the "Association").

**ARTICLE TWO**

Non-Profit Organization

The Association is a non-profit corporation.

**ARTICLE THREE**

Duration

The period of its duration is perpetual.

**ARTICLE FOUR**

Purposes and Powers

The purpose or purposes for which said corporation is organized are to acquire, manage, provide, construct, equip, furnish, maintain, own and operate private recreational facilities and other common properties for the benefit and betterment of the residents and property owners in the Sierra West Section I, a subdivision in Hays County, Texas, according to the map or plat thereof recorded in Plat Book No. 9, Pages 255-256, of the Plat Records of Hays County, Texas, subject to the Sierra West Section I Declaration of Covenants, Conditions and Restrictions, recorded as Document #00019820, Official Public Records of Hays County, Texas; and to promote the health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- a. exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration") applicable to the above-referenced subdivision recorded or to be recorded in the Office of the County Clerk of Hays County, Texas, and as same may be supplemented or amended from time to time as therein provided;
- b. fix, levy, collect and enforce payment by any lawful means, all charges or assessments, pursuant to the terms of the Declaration; to pay all expenses in connection therewith the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association and to make disbursements, expenditures and payments on behalf of the Association's members as required by the Declaration and the By-Laws of the Association; and to hold as agent for said Association members' reserves for periodic repairs and capital improvements to be made as directed by the Association's Board of Directors;
- c. acquire by gift, purchase, or otherwise, to own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or to otherwise dispose of real or personal property in connection with the affairs of the Association subject to the limitations set forth in the Declaration;
- d. borrow money, mortgage, pledge, or hypothecate any and all of its real or personal property as secured for money borrowed or debts incurred subject to the limitations set forth in the Declaration;
- e. dedicate, sell or transfer all or any part of the common properties owned by the Association to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;
- f. contract with any city, Hays County, or other appropriate governmental authority regarding the construction, maintenance, repair and replacement of landscape and irrigation improvements for any public right-of-way within or abutting the above-described subdivision;
- g. participate in mergers and consolidations with other non-profit corporations organized for the same purposes;
- h. contract with Declarant and other persons on such terms and provisions as the Board of Association shall determine, to operate and maintain any common areas or to provide any service or perform any function on behalf of Declarant or any person.

2. The Association is a non-profit corporation, without capital stock, organized solely for the purposes specified in Article Four; and no part of its property, whether income or principal, shall ever inure to the benefit of any director, officer, or employee of the Association, or of any individual having a personal or private interest in the activities of the Association, nor shall any such director, officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the Association except a reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out one or more of its stated purposes. The Association shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation.

#### ARTICLE FIVE Membership

Every record owner, whether one or more persons or entities, of title to any Lot subject, by covenants of record, to assessment by the Association, including contract sellers, developers and builders, shall be a voting member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Any mortgagee or lienholder who acquires title to any Lot which is a part of the above-described property, to the extent that the Lot or Lots or subject to the provisions of the Declaration, through judicial or non-judicial foreclosure, shall be a member of the Association.

#### ARTICLE SIX Voting Rights

The Association shall have two (2) classes of voting membership:

- (a) Class A. Class A Members shall be all Owners, with the exception of Taylor Investment Corporation, the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) 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 as provided by the Bylaws, but in no event shall more than one (1) vote be cast with respect to any Lot.
- (b) Class B. The Class B Member(s) shall be Taylor Investment Corporation, the Declarant, and its successors and assigns, and shall be entitled to five (5) votes for each Lot owned by it, provided that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:
  - (1) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

- (2) twenty (20) years from the filing date hereof in the Official Records of Hays County, Texas.

**ARTICLE SEVEN**  
**Registered Agent**

The street address of the initial registered office of the Association is 206 West Main Street, Suite 106, Round Rock, Texas 78664, and the name of its initial registered agent at such address is SHERRY CLUCK.

**ARTICLE EIGHT**  
**Dissolution**

The Association may be dissolved with the written consent of not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger of consolidation, the assets of the Association shall be dedicated to a public body, or conveyed to a nonprofit association with similar purposes.

**ARTICLE NINE**  
**Board of Directors**

The number of directors constituting the initial Board of Directors is three (3). The directors need not be members of the Association. The names and addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Mary Stirman	206 West Main Street, Suite 106 Round Rock, Texas 78664
Sherry Cluck	206 West Main Street, Suite 106 Round Rock, Texas 78664
Patrick Schremp	206 West Main Street, Suite 106 Round Rock, Texas 78664

**ARTICLE TEN**  
**Incorporator**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Sherry Cluck	206 West Main Street, Suite 106 Round Rock, Texas 78664

**ARTICLE ELEVEN**  
**Amendment**

Amendment of these Articles shall require the assent of two-thirds (2/3) of the votes of the Association.

**ARTICLE TWELVE**  
**Limitation of Liability**

No director of the Association shall be personally liable to the Association 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 for (1) breach of a director's duty of loyalty to the Association, (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (3) a transaction from which a 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 a director is expressly provided for by statute. Neither the amendment nor repeal of this Article shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment or repeal. If the Texas Non-Profit Corporation Act or the Texas Miscellaneous Corporations Laws Act is hereinafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Texas Non-Profit Corporation Act or the Texas Miscellaneous Corporation Laws Act as so amended from time to time.

IN WITNESS WHEREOF I hereunto set my hand this 21<sup>st</sup> day of November, 2000.

By: \_\_\_\_\_

Sherry Cluck, Incorporator