

COPY

FILED
In the Office of the
Secretary of State of Texas

SEP 21 1994

ARTICLES OF INCORPORATION

OF

OAKLAND HEIGHTS OWNERS ASSOCIATION, INC.

Corporations Section

The undersigned natural person of the age of eighteen 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 **Oakland Heights Owners Association, Inc.**

ARTICLE II.

The corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The street address of the initial registered office of the corporation is 500 Capital of Texas Highway North, Building 7, Austin, Travis County, Texas 78746, and the name of its initial registered agent at such address is Barry Sanditen.

ARTICLE V.

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>
Barry Sanditen	500 Capital of Texas Highway North, Building 7 Austin, Texas 78746
Brad Galo	6108 McPherson, Suite 6 Laredo, Texas 78041
Mitchell Starnes	5810 San Bernardo Avenue Suite 300 Laredo, Texas 78041

ARTICLE VI.

The corporation shall have members. The membership of the corporation shall be determined as provided in the bylaws, and such bylaws shall define the voting rights, powers and privileges of the members.

ARTICLE VII.

No member of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

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 members, but such power may be delegated by the members to 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, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or as are described in Section 170(c)(1) or (2) of the Code or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be charged with a charitable public trust and shall be thereafter administered and applied to public charitable purposes by a trustee or trustees to be appointed pursuant to law by a court of competent jurisdiction.

ARTICLE X.

No director shall be liable to the corporation or its members for monetary damages for an act or omission in the directors' 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;

(2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation 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 by an applicable statute.

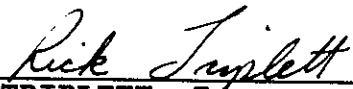
Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

ARTICLE XI.

The name and street address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Rick Triplett	515 Congress Avenue Suite 2300 Austin, Texas 78701

EXECUTED BY THE UNDERSIGNED INCORPORATOR on this 21st day of
September, 1994.



RICK TRIPLETT, Incorporator

