



Office of the Secretary of State
Packing Slip

December 22, 2006

Page 1 of 1

McGinnis Lochridge & Kilgore, L.L.P.
600 Congress Avenue
Suite 2100
Austin, TX 78701- 0000

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Batch Date: 12-21-2006

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Document Number	Document Detail	Filing Number / Name	Page Count	Fee
155169150002	Expedited	Wimberley Springs Community Association, Inc.	0	\$25.00
155169150002	Certificate of Formation	Wimberley Springs Community Association, Inc.	0	\$25.00
Total Document Fees				\$50.00

Payment Type	Payment Status	Payment Reference	Amount
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Total Payments Received			\$50.00
Total Amount Charged to Client Account			\$0.00
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Office of the Secretary of State

December 22, 2006

McGinnis Lochridge & Kilgore, L.L.P.
600 Congress Avenue, Suite 2100
Austin, TX 78701 USA

RE: Wimberley Springs Community Association, Inc.
File Number: 800749886

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to tax.help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555
Enclosure



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

Wimberley Springs Community Association, Inc.
File Number: 800749886

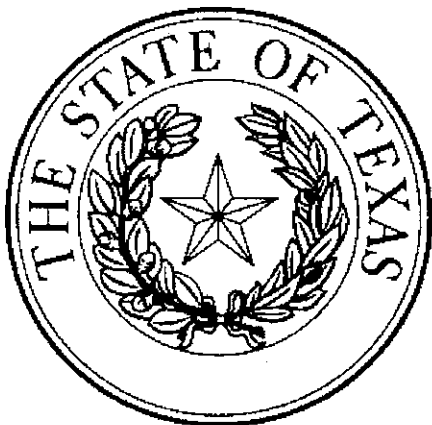
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate 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: 12/21/2006

Effective: 12/21/2006



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

DEC 21 2006

**CERTIFICATE OF FORMATION
OF
WIMBERLEY SPRINGS COMMUNITY ASSOCIATION, INC.
(a Texas Non-profit Corporation)**

Corporations Section

I, the undersigned, being of the age of eighteen years or more, acting as organizer of a corporation under the Texas Business Organizations Code (BOC), as it may be amended, do hereby adopt the following Certificate of Formation for such corporation:

Article 1. Name. The name of the corporation is Wimberley Springs Community Association, Inc. ("Community Association").

Article 2. Non-profit Corporation. The Community Association is formed as a nonstock, nonprofit corporation under the provisions of the Texas Business Organizations Code. The Community Association does not contemplate pecuniary gain or profit to its Members and is organized for non-profit purposes.

Article 3. Principal Business Address. The mailing address of the principal place of business of the Community Association is 2500 FM 2325; Wimberley, Texas 78676.

Article 4. Definitions. All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Declaration of Covenants, Conditions, and Restrictions for Wimberley Springs, recorded or to be recorded in the Official Public Records of Real Property of Hays County, Texas ("Declaration").

Article 5. Purposes and Duration. The purposes for which the Community Association is organized are:

- (a) to be and constitute the Community Association to which reference is made in the Declaration, to perform the obligations and duties of the Community Association, and to exercise all rights and powers of the Community Association, as specified therein, in the By-Laws, and as provided by law; and
- (b) to further the interests of the Owners of Lots subject to the Declaration.

The period of duration of the Community Association shall be perpetual.

Article 6. Powers. The powers of the Community Association shall include and be governed by the following provisions:

- (a) The Community Association shall have all of the powers of a nonprofit corporation under Texas law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in this Certificate, the By-Laws, or the Declaration, including, without limitation, the power:

- (i) to fix, collect and enforce payment, by any lawful means, of assessments and other charges to be levied against the Lots;
- (ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration and any other property for which the Community Association by rule, regulation, covenant, or contract has a right or duty to provide such services;
- (iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Community Association may be authorized to do so under the Declaration or By-Laws;
- (iv) to engage in activities which will actively foster, promote, and advance the common interests of all Owners of Lots subject to the Declaration;
- (v) to buy or otherwise acquire, sell, dedicate for public use, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Community Association, subject to such limitations as may be set forth in the Declaration or By-Laws;
- (vi) to borrow money for any purpose, subject to such limitations as may be contained in the Declaration or By-Laws;
- (vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Community Association, with or in Community Association with any other Community Association, corporation, or other entity or agency, public or private;
- (viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals and as such to advance the business or ownership interest in such corporations, firms, or individuals;
- (ix) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Community Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and
- (x) to provide any and all supplemental municipal services to the real property subject to the Declaration as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

- (b) The Community Association shall make no distributions of income to its Members, directors, or officers.

Article 7. Members.

- (a) The Owner of each Lot shall be a Member of the Community Association and shall be entitled to vote in accordance with the terms of the Declaration and the By-Laws.
- (b) The Community Association shall have two classes of membership, Class "A" and Class "B." The Class "A" Members shall be all of the Owners, except the Class "B" Member, if any. The Class "B" Member shall be the Declarant. The Class "B" Member's rights are specified in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws of the Community Association.
- (c) Change of membership in the Community Association shall be established by recording in the Official Public Records of Real Property of Hays County, Texas, a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a Member of the Community Association and the membership of the prior owner shall be terminated.
- (c) The share of a Member in the privileges, rights and assets of the Community Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Lot.

Article 8. Dissolution. In the event of dissolution, liquidation or winding up of the Community Association, subject to the Declaration, the Community Association's assets remaining after payment, or provisions of payment, of all known debts and liabilities of the Community Association shall be divided among and distributed to the Members thereof in accordance with their respective rights therein.

Article 9. Directors and Officers.

- (a) The affairs of the Community Association shall be conducted, managed, and controlled by a Board of Directors. The Board shall consist of no less than three nor more than seven members, which number may be adjusted as provided in the By-Laws. The initial Board shall consist of the following three members who shall serve until the first annual meeting of the Community Association and until their successors are appointed:

NAME	ADDRESS
Winton Porterfield	2500 FM 2325 Wimberley, TX 78676

Jason Donaldson

2500 FM 2325
Wimberley, TX 78676

Terry Lester

2500 FM 2325
Wimberley, TX 78676

- (b) The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of directors and officers shall be as set forth in the By-Laws.
- (c) The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article 10. By-Laws. The By-Laws of the Community Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws. The quorum requirements for meetings of Members and directors shall be set forth in the By-Laws.

Article 11. Liability of Directors, Officer and Committee Members. To the fullest extent that Texas law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers and committee members, no director, officer or committee member of the Community Association shall be personally liable to the Community Association or its Members for monetary damages for breach of duty of care or other duty as a director, officer or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director, officer or committee member of the Community Association for or with respect to any acts or omissions of such director, officer, or committee member occurring prior to such amendment or repeal.

Article 12. Amendments. Until the termination of the Class "B" Control Period, this Certificate of Formation may be unilaterally amended by Declarant. Thereafter amendments to these Articles of Incorporation may be adopted upon the affirmative vote of 2/3 of the total Class "A" votes in the Community Association and, so long as the Declarant owns any portion of the Properties or any Private Amenity or has the right to annex property pursuant to the Declaration, the consent of Declarant; provided, no amendment may be in conflict with the Declaration, and provided, further, no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration.

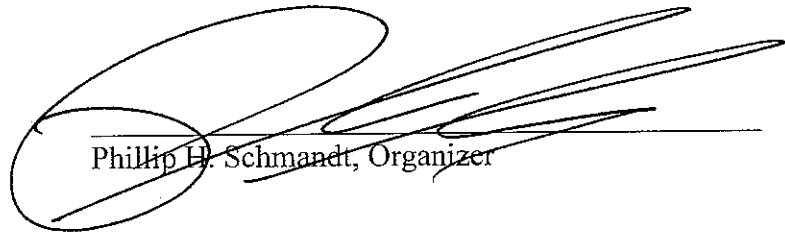
Article 13. Organizer. The name and address of the organizer of the Community Association is:

Phillip H. Schmandt
McGinnis Lochridge & Kilgore, L.L.P.
600 Congress Avenue, Suite 2100
Austin, Texas 78701

Article 14. Registered Agent and Office. The Community Association hereby appoints Winton Porterfield as its lawful registered agent upon whom all notices and processes, including service of summons, may be served, and which when served, shall be lawful, personal service upon this corporation, and the registered office of the Community Association for Service of Process is 2500 FM 2325; Wimberley, Texas 78676.

The Board may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation, this 21st day of December, 2006.


Phillip H. Schmandt, Organizer