



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

HOMESTEAD ON HOBBS CREEK HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01635752

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 JULY 13, 2001

EFFECTIVE JULY 13, 2001



Henry Cuellar

Henry Cuellar, Secretary of State

OFFICIAL RECORDS INSTRUMENT # 20020380 7 PAGES

FILED
In the Office of the
Secretary of State of Texas

JUL 13 2001

Corporations Section

ARTICLES OF INCORPORATION
OF
HOMESTEAD ON HOBBS CREEK
HOMEOWNERS ASSOCIATION, INC.

I, the undersigned natural person over the age of eighteen years, acting as incorporator of a corporation under the Texas Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation for the corporation:

ARTICLE I
PROPERTY

These Articles of Incorporation pertain to the Homestead on Hobbs Creek, an addition in Bastrop County, Texas, the initial phase of which was platted according to the Final Plat of The Homestead on Hobbs Creek Phase One, recorded January 3, 2000, in Cabinet 3, Slide 187A-B, Plat Records, Bastrop County, Texas.

ARTICLE II
DECLARATION

The Property is subject to a declarations of covenants, conditions, and restrictions, including the Supplemental Declaration of Additional Covenants, Conditions and Restrictions for The Homestead on Hobbs Creek, recorded or to be recorded in the Real Property Records of Bastrop County, Texas, as amended from time to time (the "Declaration"). Also, the first phase of the Property is subject to the Amended Declaration of Covenants, Conditions and Restrictions for Home Sites, The Homestead on Hobbs Creek, recorded March 14, 2000, as Instrument No. 200003406, in Volume 1036, Page 200, Real Property Records, Bastrop County, Texas (the "Restrictions").

ARTICLE III
ASSOCIATION

The corporation is a mandatory property owners association, described as the Homestead on Hobbs Creek Homeowners Association or the "Association" in the Declaration, and as the Homestead Homeowners Association or "HHA" in the Restrictions. Because the corporate name of "Homestead Homeowners Association" was not available from the Secretary of State when the Restrictions were recorded, and at all time since, the entity is being incorporated under the name of "Homestead on Hobbs Creek Homeowners Association, Inc." which is hereafter referred to as the "Association."

ARTICLE IV
NAME

The name of the Association is Homestead on Hobbs Creek Homeowners Association, Inc.

ARTICLE V
NONPROFIT

The Association is a nonprofit corporation, organized pursuant to the Nonprofit Corporation Act.

ARTICLE VI
DURATION

The duration of the Association is perpetual.

ARTICLE VII
PURPOSES

The general purposes for which the Association is formed are to exercise the rights and powers and to perform the duties and obligations of a Texas property owners association in accordance with the Declaration, the Restrictions, the Bylaws of the Association, and State law, as each may be amended from time to time. By way of explanation, but not limitation, the Association's specific purposes include:

1. Performing the functions of the HHA and the Architectural Control Committee under the Restrictions, as pertains to Phase One of the Property.
2. Performing the functions of the Association under the Declaration.
3. Enforcing the Restrictions and the Declaration.

ARTICLE VIII
POWERS

In furtherance of its purposes, the Association has the following powers which, unless indicated otherwise by these Articles, the Declaration, the Restrictions, the Bylaws, or State law, may be exercised by the board of directors: (1) all rights and powers conferred on nonprofit corporations by State law in effect from time to time; (2) all rights and powers conferred on property owners associations by State law, in effect from time to time; (3) all powers necessary, appropriate, or advisable to perform any purpose or duty of the Association as set out in these Articles, the Bylaws, the Declaration, the Restrictions, or State law.

ARTICLE IX
MEMBERSHIP

The Association is a nonstock membership corporation. The Declaration and Bylaws will determine the number and qualifications of members of the Association; any classes of membership; the voting rights and other privileges of membership; and the obligations and liabilities of members. Cumulative voting is not allowed.

ARTICLE X
MANAGEMENT BY BOARD

The management and affairs of the Association are vested in the board of directors, except for those matters expressly reserved to others in the Declaration, the Restrictions, and Bylaws. The Bylaws may determine the number and qualification of directors; the term of office of directors; the methods of electing, removing, and replacing directors; and the methods of holding a board meeting and obtaining consents.

ARTICLE XII LIMITATIONS ON LIABILITY

a. Except as provided in Paragraph b below, an officer or director of the Association is not liable to the Association or its members for monetary damages for acts or omissions that occur in the person's capacity as an officer or director, except to the extent a person is found liable for (4) a breach of the officer or director's duty of loyalty to the Association or its members; (5) an act or omission not in good faith that constitutes a breach of duty of the officer or director to the Association; (6) an act or omission that involves intentional misconduct or a knowing violation of the law; (7) a transaction from which the officer or director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office; or (8) an act or omission for which the liability of an officer or director is expressly provided by an applicable statute. The liability of officers and directors of the Association may also be limited by the Charitable Immunity and Liability Act of 1987, Chapter 84, Texas Civil Practice and Remedies Code, as amended.

b. The limitation on the liability of an officer or director does not eliminate or modify that person's liability as a member of the Association. The liability of a member arising out of a contract made by the Association, or out of the indemnification of officers or directors, or for damages as a result of injuries arising in connection with the common areas, or for liabilities incurred by the Association, will be limited to the same proportion for which he is liable for common expenses as a member of the Association.

ARTICLE XIII INDEMNIFICATION

Subject to the limitations and requirements of Art. 1396-2.22A of the Nonprofit Corporation Act, the Association will indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was an officer or director of the Association. Additionally, the Association may indemnify a person who is or was an employee, trustee, agent, or attorney of the Association, against any liability asserted against him and incurred by him in that capacity and arising out of that capacity.

ARTICLE XIV AMENDMENT OF ARTICLES

These Articles may be amended in accordance with the Nonprofit Corporation Act, subject to the following: (1) An amendment may not conflict with the Declaration, the Restrictions, or State law. (2) An amendment may not impair or dilute a right granted to a person by the Declaration or the Restrictions, without that person's written consent. (3) Without member approval, the board of directors may adopt amendments permitted by Art. 1396-4.02.A(4) of the Nonprofit Corporation Act.

ARTICLE XV AMENDMENT OF BYLAWS

The Bylaws of the Association may be amended or repealed according to the amendment provision of the Bylaws, which may reserve those powers to the members, exclusively.

ARTICLE XVI DISSOLUTION

The Association may be dissolved only as provided in the Declaration, Bylaws, and by State law. On dissolution, the assets of the Association will be distributed in accordance with the Declaration

provision for distribution upon termination. If the Declaration has no such provision, then in accordance with Section 82.068 of the Property Code, albeit the Association is not otherwise subject to Chapter 82 of the Property Code.

ARTICLE XVII
ACTION WITHOUT MEETING

Pursuant to Article 1396-9.10.C. of the Nonprofit Corporation Act, any action required by the Nonprofit Corporation Act to be taken at a meeting of the members or directors, or any action that may be taken at a meeting of the members or directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voted.

ARTICLE XVIII
INITIAL BOARD OF DIRECTORS

The initial board consists of three directors who will serve as directors until their successors are elected and qualified, as provided in the Bylaws. The name and address of each initial director is as follows:

<u>Name</u>	<u>Address</u>
John Bolt Harris	8140 N. MoPac Frwy., Bldg. 4, Suite 150, Austin, Texas 78759
Thomas E. Lynch	8140 N. MoPac Frwy., Bldg. 4, Suite 150, Austin, Texas 78759
Keith Pearson	8140 N. MoPac Frwy., Bldg. 4, Suite 150, Austin, Texas 78759

ARTICLE XIX
INITIAL REGISTERED AGENT & OFFICE

The name of the Association's initial registered agent is Don Hayter. The address of its initial registered agent is c/o Centex Homes, 8140 N. MoPac Frwy., Bldg. 4, Suite 150, Austin, Texas 78759.

ARTICLE XX
INCORPORATOR

The name of the incorporator is Don Hayter. The incorporator's address is c/o Centex Homes, 8140 N. MoPac Frwy., Bldg. 4, Suite 150, Austin, Texas 78759.

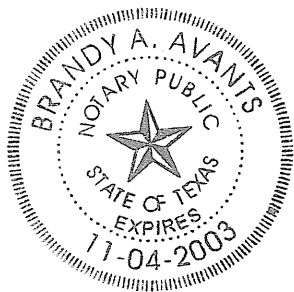
SIGNED this 13th day of July 2001.



Don Hayter

THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on this 13th day of July 2001 by Don Hayter.



Brandy A. Avants
Notary Public, The State of Texas

Brandy A. Avants
Notary's Printed Name
11-04-03
My Commission Expires:

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Rose Pietsch

2002 MAR 05 11:20 AM 200203380

LISA \$21.00

ROSE PIETSCH, COUNTY CLERK
BASTROP COUNTY, TEXAS

AFTER RECORDING RETURN TO:

Centex Homes
8140 N. Mopac, Bldg. 4, Suite 150
Austin, Texas 78759
Attention: John Bolt Harris

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