

Filed w/Sec. St2
Jan. 15, 1981

ARTICLES OF INCORPORATION

OF

ROYAL RIDGE TOWN HOMES ASSOCIATION, INC.

In compliance with the requirements of the Non-Profit Corporation Act of the State of Texas, the undersigned, all of whom are residents of Bexar County, Texas, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Royal Ridge Town Homes Association, Inc., hereafter called the "Association". This is a non-profit corporation.

ARTICLE II

The Initial Registered Office of the Association is located at 11211 O'Connor Rd., San Antonio, Texas.

ARTICLE III

T.L. Fentress, whose address is 11211 O'Connor Rd., San Antonio, Texas, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for building exterior maintenance, and architectural control of the residence lots within that certain subdivision known and described as ROYAL RIDGE, UNIT VII, as recorded in Volume , page , Deed Records, Bexar County, Texas, and to promote the health, safety and welfare of the residents within the above described subdivision and to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Assoc--

iation as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the County Clerk, Bexar County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

- (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 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 Association;
- (c) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a 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.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an 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. Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. 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:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Bradford F. Miller	519 Majestic Bldg., San Antonio, Texas
H.J. Fentress	5629 Parkcrest Dr., San Antonio, Texas
T.L. Fentress	732 Windrock Circle, San Antonio, Texas
Mary Ellen Fentress	732 Windrock Circle, San Antonio, Texas
Sharon Lee Fentress	732 Windrock Circle, San Antonio, Texas

At the first annual meeting the members shall elect two directors for a term of one year and three directors for a term of two years, and at each annual meeting thereafter the members shall elect directors for a term of two (2) years to replace the outgoing directors.

ARTICLE VIII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets, both real and personal, 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. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX
DURATION

The corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

Amendment of these Articles shall require the assent of 75 per cent (75%) of the entire membership.

ARTICLE XI
NOTICE AND QUORUM

For those actions which, by the provisions of preceding Articles, require a vote of the members, there must be a duly held meeting. Written notice, setting forth the purpose, place and hour of the meeting shall be given to all members at least fifteen (15) days prior to such meeting. The presence of members or of proxies entitled to cast fifty per cent (50%) of the votes of each class of membership shall constitute a quorum. In the event that one-half (1/2) of the Class A membership or one-half (1/2) of the Class B membership, if any,

are not in person or by proxy, members not present may give their written assent to the action taken thereat to complete the quorum.

ARTICLE XII

The names and address of the incorporators are:

H.J. Fentress	5629 Parkcrest Dr., San Antonio, Texas
Mary Ellen Fentress	732 Windrock Circle, San Antonio, Texas
T.L. Fentress	732 Windrock Circle, San Antonio, Texas

ARTICLE XIII
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this _____ day of _____, 1979.

H.J. FENTRESS

MARY ELLEN FENTRESS

T.L. FENTRESS

STATE OF TEXAS X
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COUNTY OF BEXAR X

I, the undersigned Notary Public, do hereby certify that on this _____ day of _____, 1979, personally appeared before me H.J. FENTRESS, MARY ELLEN FENTRESS and T.L. FENTRESS, who after being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

In witness whereof, I have hereunto set my hand and seal the day and year above written.

Notary Public, Bexar County, Texas