

FILED

In the Office of the
Secretary of State of Texas

SEP 14 1988

Corporations Section

ARTICLES OF INCORPORATION
OF
JESTER HOMEOWNERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

CORPORATE NAME

The name of the corporation is Jester Homeowners Association, Inc. hereinafter called the "Association."

ARTICLE II

CORPORATE STATUS

The Association is a non-profit corporation.

ARTICLE III

DURATION

The period of duration is perpetual.

ARTICLE IV

PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to its members, and the purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and common area within that certain real property described in that certain Supplemental Restrictions, Covenants, and Conditions, as same shall be amended from time to time (hereinafter called "the Supplemental Restrictions"), and such additional properties as may be added thereto from time to time by annexation or otherwise as provided in said Supplemental Restrictions and in these Articles; and to promote the health, safety and welfare of the residents within such properties and for these purposes the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Supplemental Restrictions, said Supplemental Restrictions being incorporated herein as if set forth at length;

(b) To fix, levy and collect (enforcing payment by any lawful means) all charges and assessments pursuant to the terms of the Supplemental Restrictions; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) To purchase, receive, lease or otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease,

transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) To borrow money, and with the assent of two-thirds (2/3) of each class of members to mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To engage the services of agents, independent contractors or employees to manage, operate or perform all or any part of the affairs and business of the Association; and

(f) To do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is now or which may hereafter be subject to the Supplemental Restrictions, 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 or which may hereafter be subject to the above mentioned Supplemental Restrictions. The By-Laws of the Association may provide for suspension of membership for failure to pay assessments and for violations of the Rules and Regulations established by the Board of Directors.

Section 2. Property Now Subject to the Supplemental Restrictions. The property which is presently subject to the Supplemental Restrictions, is more particularly described as follows:

Jester Point 2, Section 4, a subdivision in Travis County, Texas, according to the plat thereof of record in Book 64, Pages 45C, 45D, 46A and 46B, Plat Records of Travis County, Texas (hereinafter the "Property")

Section 3. Classes of Members and Voting Rights. The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all those Owners, as defined in Article V, Section 1, with the exception of the Developer, (as defined in the Supplemental Restrictions). Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by this Article V. When more than one person holds an interest in any lot, only one such person shall be a member and only one vote shall be cast with respect to any such lot.

Class B. The Class B member shall be the Developer, who and shall be entitled to one

vote 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 exceed the total votes outstanding in the Class B membership; or

(b) On December 31, 1997;

provided, however, that the Class B membership shall be reinstated upon the annexation of any additional property to the Property, but subject to further cessation in accordance with the limitations set forth in the preceding paragraphs (a) and (b) of this Article V, whichever occurs first.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The names and addresses of the persons who are to serve as directors until the election of their successors are:

- | | |
|--------------------|--|
| Maury J. Hood | 6803 Winterberry Drive
Austin, Texas 78750 |
| Tara L. Russell | 98 San Jacinto Blvd., Suite 350
Austin, Texas 78701 |
| J. Worth Kilcrease | 98 San Jacinto Blvd., Suite 350
Austin, Texas 78701 |
| Jeanne Morgan | 98 San Jacinto Blvd., Suite 350
Austin, Texas 78701 |
| Linda Ramsey | 98 San Jacinto Blvd., Suite 350
Austin, Texas 78701 |

ARTICLE VII

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of voting membership; all subject, however, to the provisions relating to annexation as set forth in the Supplemental Restrictions.

ARTICLE VIII

AUTHORITY TO MORTGAGE

After the common area has been conveyed to the Association, any mortgage by the Association of the common area, as defined in the Supplemental Restrictions, shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

ARTICLE IX

AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the common area (after same has been conveyed to it) to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members of the Association. No such dedication or transfer may be effective unless an instrument has been executed by members entitled to cast two-thirds (2/3) of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any. Upon dissolution of the Association, the assets both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XI

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES VII THROUGH X

In order to take actions under Articles VII through X hereof, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than ten (10) days nor more than thirty (30) days in advance of the meeting. The presence of members or of proxies entitled to cast 25% of the votes of the entire membership shall constitute a quorum. If there is not the required quorum at any meeting, another meeting may be called, subject to the notice requirement set forth above, the required quorum at such subsequent meeting shall be one-half (1/2) of the required quorum of the preceding meeting. If the required quorum is not present at such subsequent meeting, another subsequent meeting may be called subject to the same notice requirement, and the required quorum at such meeting shall be one half (1/2) of the required quorum at the preceding meeting. The association may call as many subsequent meetings as may be required to achieve a quorum. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. In the event that a quorum are not present in person or by proxy, members not present may give their written consent to the action taken at such meeting.

ARTICLE XII

MISCELLANEOUS

Section 1. Net Earnings Not to Benefit Private Persons. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 2. No Regular Trade or Business. No part of the activities of the Association shall be the carrying on of any regular trade or business of a kind ordinarily engaged in for profit.

Section 3. Prohibited Activities. Notwithstanding any other provision of these Articles to the contrary, the Association shall not engage in any activities not permitted a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law.

Section 4. Amendments. Amendments of these articles shall require the assent of three-quarters (3/4) of the entire membership.

ARTICLE XIII

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 98 San Jacinto Blvd., Suite 350, Austin, Texas 78701. The initial registered agent at such address is Maury Hood.

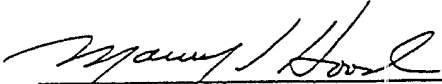
ARTICLE XIV

INCORPORATORS

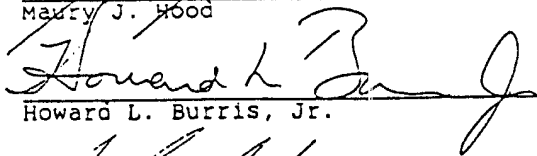
The name and address of each incorporator is as follows:

Maury J. Hood	6803 Winterberry Drive Austin, Texas 78750
Howard L. Burris, Jr.	98 San Jacinto Blvd., Suite 350 Austin, Texas 78701
A. Rick Hightower	1300 Capitol Center 919 Congress Avenue Austin, Texas 78701

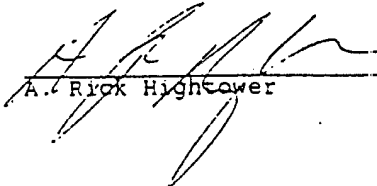
EXECUTED this 6th day of September 1988.



Maury J. Hood



Howard L. Burris, Jr.

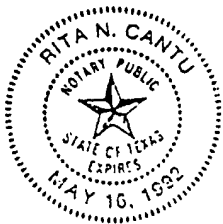


A. Rick Hightower

THE STATE OF TEXAS §
COUNTY OF TRAVIS §

I, Rita N. Cantu, a notary public, do hereby certify that on this 6th day of September, 1988, personally appeared before me Maury J. Hood, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true and correct to the best of his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Rita N. Cantu
Notary Public, State of Texas

(Printed or Stamped Name of Notary)

My Commission Expires: _____

THE STATE OF TEXAS §
COUNTY OF TRAVIS §

I, Linda Beth Ramsey, a notary public, do hereby certify that on this 6th day of September, 1988, personally appeared before me Howard L. Burris, Jr., who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true and correct to the best of his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Linda Beth Ramsey
Notary Public, State of Texas

(Printed or Stamped Name of Notary)

My Commission Expires: _____

THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

I, SHIRLEY N. WRASTON a notary public, do hereby certify that on this 12 day of September, 1988, personally appeared before me A. Rick Hightower, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true and correct to the best of his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Shirley N. Wraston
Notary Public, State of Texas

SHIRLEY N. WRASTON
(Printed or Stamped Name of Notary)

My Commission Expires: 10-3-89

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assn;jester;jb