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**ARTICLES OF INCORPORATION  
OF  
FOREST BLUFF RESIDENTIAL COMMUNITY ASSOCIATION, INC.**

APR 22 2002

Corporations Section

We, the undersigned natural persons, each being of the age of eighteen (18) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of the corporation is: Forest Bluff Residential Community Association, Inc. (hereinafter called the "Association").

**ARTICLE II  
NONPROFIT CORPORATION**

The Association is a nonprofit corporation.

**ARTICLE III  
DURATION**

The Association shall exist perpetually.

**ARTICLE IV  
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is organized in accordance with, and shall operate for nonprofit purposes pursuant to, the Texas Nonprofit Corporation Act, and does not contemplate pecuniary gain or profit to its members. The Association is formed for the specific purpose of administering the common affairs of all of the owners of "the Property," as that term is defined in the Restated Declaration of Covenants, Conditions, and Restrictions for Forest Bluff Residential Areas ("Declaration"), recorded in the Real Property Records of Travis County, Texas, including any additions to the Property which may be brought within the jurisdiction of the Association, and incorporated into this document by reference. The Association is organized for the following general purposes:

- (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 Declaration and as the same may be amended from time to time;

(b) without limiting the generality of the foregoing, (i) to fix, levy, collect, and enforce payment by any lawful means all charges or assessments arising 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's property; or (ii) to acquire (by gift, purchase, 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;

(c) to dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes, and subject to the conditions, set out in the Declaration; and

(d) to have and to exercise any and all powers, rights, and privileges which a corporation organized under the Texas Nonprofit Corporation Act may now, or later, have or exercise subject to the limitations set forth in the Declaration.

The above statement of purposes shall be construed as a statement of both purposes and powers. The purposes and powers stated in each of the clauses above shall not be limited or restricted by reference to, or inference from, the terms and provisions of any other such clause, but shall be broadly construed as independent purposes and powers; provided, however, that notwithstanding any provision herein to the contrary, the Association shall not engage in any substantial activities or exercise any significant powers, which do not further the specific and primary purposes of the Association.

#### ARTICLE V REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the Association is 4111 Lakeplace Lane, Austin, Texas 78746. The name of its initial registered agent at such address is John S. Lloyd.

#### ARTICLE VI MEMBERSHIP

Membership in the Association shall be dependent upon ownership of a qualifying property interest in the Property, as set forth in the Declaration. Any person or entity acquiring such a qualifying property interest shall automatically become a member of the Association, and such membership shall be appurtenant to, and shall run with, the property interest. The foregoing shall not be deemed or construed to include persons or entities holding an interest merely as security for performance of an obligation. Membership may not be severed from or in any way transferred, pledged, mortgaged, or alienated except together with the title to the qualifying property interest, and then only to

the transferee of title to said property interest. Any attempt to make a prohibited severance, transfer, pledge, mortgage, or alienation shall be void.

## ARTICLE VII VOTING RIGHTS

Voting rights of the members of the Association shall be determined as set forth in the Declaration. No owner, other than the Declarant under the Declaration, shall be entitled to vote at any meeting of the Association until such owner has presented to the Association evidence of ownership of a qualifying property interest in the Property. The vote of each owner may be cast by such owner or by proxy given to such owner's duly authorized representative.

## ARTICLE VIII INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Latus R. Prikryl	515 Congress Ave., Ste. 2600 Austin, Texas 78701
Christiana J. Gunn	P.O. Box 2143 Austin, Texas 78768-2143
Benjamin L. Paddock	515 Congress Ave., Ste. 2600 Austin, Texas 78701

## ARTICLE IX BOARD OF DIRECTORS

The affairs of the Association shall be managed by an initial Board of Directors consisting of three (3) individuals, who need not be members of the Association. The Board shall fulfill all of the functions, of and possess all powers granted to, Board of Directors of nonprofit corporations pursuant to the Texas Nonprofit Corporation Act. The number of Directors of the Association may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of initial Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
John S. Lloyd	4111 Lakeplace Lane Austin, Texas 78746
Thom W. Farrell	3223 Park Hills Drive Austin, Texas 78746
David Goodrum	c/o ECO Resources, Inc. 9511 Ranch Road 620 North Austin, Texas 78726-2908

All of the powers and prerogatives of the Association shall be exercised by the initial Board of Directors named above until the first annual meeting of the Association.

#### ARTICLE X LIMITATION OF DIRECTOR LIABILITY

A director of the Association shall not be personally liable to the Association for monetary damages for any act or omission in his capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Association existing at the time of the repeal or modification.

#### ARTICLE XI DISSOLUTION

The Association may be dissolved with the written and signed assent of either (i) the Class C member(s) entitled to cast at least seventy-five percent (75%) of the total Class C votes (as "Class C Members" and "Class C votes" are defined in the Declaration); or (ii) not less than sixty-seven percent (67%) of each of the three (3) classes of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets 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.


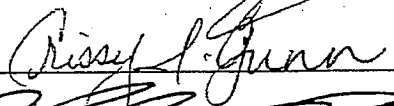

**ARTICLE XII**  
**ACTION WITHOUT MEETING**

Any action required by law to be taken at any annual or special meeting of the members of the Association, or any action that may be taken at any annual or special meeting of the members of the Association, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting for the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the members of the Association entitled to vote on the action were present and voted.

**ARTICLE XIII**  
**AMENDMENT**

Amendment to these Articles of Incorporation shall be by proposal submitted to the membership of the Association. Any such proposed amendment shall be adopted only upon (i) an affirmative vote of the Class C member(s) entitled to cast at least seventy-five (75%) of the total Class C votes; or (ii) an affirmative vote by the holders of a minimum of sixty-seven percent (67%) of the total number of votes of the Association, as determined under the Declaration.

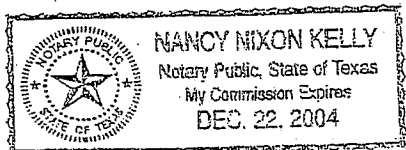
IN WITNESS WHEREOF, we have hereunto set our hands this 22<sup>nd</sup> day of April, 2002.

  
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THE STATE OF TEXAS    §  
                                  §  
COUNTY OF TRAVIS    §

I, NANCY NIXON KELLY, a notary public, do hereby certify that on this 22<sup>nd</sup> day of April, 2002, personally appeared before me LATVUS R. PRIKRYL, who, being by me duly sworn, severally declared that he is the person who signed the foregoing document as incorporator, 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.

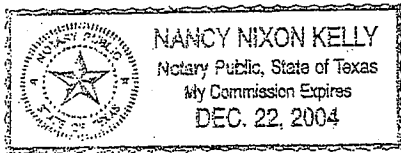


Nancy Nixon Kelly  
Notary Public - State of Texas

THE STATE OF TEXAS   §  
                                  §  
COUNTY OF TRAVIS   §

I, NANCY NIXON KELLY, a notary public, do hereby certify that on this 22<sup>nd</sup> day of April, 2002, personally appeared before me Crissy J. Gunn, who, being by me duly sworn, severally declared that he is the person who signed the foregoing document as incorporator, 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.

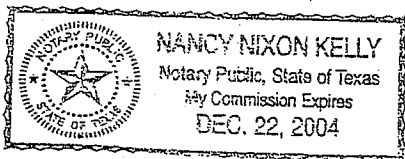


Nancy Nixon Kelly  
Notary Public – State of Texas

THE STATE OF TEXAS   §  
                                  §  
COUNTY OF TRAVIS   §

I, NANCY NIXON KELLY, a notary public, do hereby certify that on this 22<sup>nd</sup> day of April, 2002, personally appeared before me Benjamin L. Paddock, who, being by me duly sworn, severally declared that he is the person who signed the foregoing document as incorporator, 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.



Nancy Nixon Kelly  
Notary Public – State of Texas