

**ARTICLES OF INCORPORATION
OF
BEXAR COUNTY HIGHLANDS RANCH
HOMEOWNERS ASSOCIATION, INC.**

FILED
In the Office of the
Secretary of State of Texas

JUL 03 1998

Corporations Section

The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is BEXAR COUNTY HIGHLANDS RANCH HOMEOWNERS ASSOCIATION, INC. hereinafter sometimes referred to as "Corporation" or "Association".

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which the Corporation is organized are: to maintain and administer any and all Common Facilities of HIGHLANDS RANCH UNIT 1, PLANNED UNIT DEVELOPMENT, Bexar County, Texas ("the Subdivision"), according to plat thereof to be recorded in the Deed and Plat Records of Bexar County, Texas, and such additional lands as may be brought within the jurisdiction of the Association; to administer and enforce the covenants and restrictions for the Subdivision and such additional lands; to collect and disburse the assessments and charges due the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for the Subdivision, including any Amended or Supplemental Declarations thereto, and for all such additional lands; and for such other lawful non-profit purposes as the Corporation may determine that are not inconsistent herewith. The Corporation

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shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The Corporation shall have all powers allowed by the law of Texas to be exercised by non-profit corporations.

ARTICLE FIVE

The number of Directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
Lloyd A. Denton, Jr.	11 Lynn Batts Lane, Suite 100 San Antonio, Texas 78218
Daniel D. Kossl	11 Lynn Batts Lane, Suite 100 San Antonio, Texas 78218
Todd P. Helmer	11 Lynn Batts Lane, Suite 100 San Antonio, Texas 78218

The number of directors may be changed to not less than three, nor more than nine directors by amendment to the By-Laws of the Association.

ARTICLE SIX

The street address of the initial registered office of the corporation is 11 Lynn Batts Lane, Suite 100, San Antonio, Texas 78218, and the name of its initial registered agent at such address is Lloyd A. Denton, Jr.

ARTICLE SEVEN

The name and street address of each incorporator is:

NAME	ADDRESS
Lloyd A. Denton, Jr.	11 Lynn Batts Lane, Suite 100 San Antonio, Texas 78218

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ARTICLE EIGHT

The Corporation is a non-profit corporation, without capital stock, organized solely for non-profit purposes, and no director, officer or employee of the Corporation, nor any individual having a personal or private interest in the activities of the Corporation, shall ever be lawfully entitled to receive any profit from the operations of the Corporation, except reasonable compensation for services rendered in carrying out one or more of its stated purposes. The Corporation shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE NINE

Every person or entity who is a record owner of a fee or undivided interest in any Lot situated within HIGHLANDS RANCH UNIT 1, PLANNED UNIT DEVELOPMENT, Bexar County, Texas, and such additional lands as may become subject to the jurisdiction and assessment of the Association, shall be a Member of the Association, provided, however that any person or entity holding an interest in any such Lot or Lots merely as security for the performance of an obligation shall not be a Member. The Association may issue certificates to its members, to evidence their membership.

ARTICLE TEN

The Association shall have two (2) classes of voting membership. Members shall be all members other than the "Class B" Member.

Class A Members shall be every person or entity as defined in Article Nine, with the exception of Country Bend Properties, its successors and assigns. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article Nine. When more than one person owns a Lot, all such persons shall be members, and the vote of such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

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The Class B Members shall be Country Bend Properties, a Texas general partnership, or its successors or assigns in writing, provided that Country Bend Properties may assign its Class B membership, or a portion thereof, to an individual or corporate home builder ("Builder Member"), and such assignee shall be a Class B member. The Class B Member shall be entitled to three votes for each Lot in which it holds the interest required by Article Nine, provided that the Class B membership shall cease and become converted to a Class A membership on the happening of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or
- (b) On January 1, 2020.

From and after the happening of these events, whichever occurs earlier, the Class B Member shall be deemed to be a Class A Member entitled to one vote for each Lot in which it holds the interest required for membership under Article Nine; provided, however, the Class B membership, and voting ratio, shall be effective as to all property annexed to the Association and owned by Declarant.

ARTICLE ELEVEN

The Association shall be entitled to indemnify its officers, directors, and those acting on its behalf, including members of an Architectural Control Committee or other similar committee, to the fullest extent allowed by the Texas Non-Profit Corporation Act or other applicable law.

ARTICLE TWELVE

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the membership of the Association.

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IN WITNESS WHEREOF, I have hereunto set by hand this 29th day of June, 1998.

[Signature]
LLOYD A. DENTON, JR.

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

Before me, a notary public, on this day personally appeared Lloyd A. Denton, Jr., known to me to be the person whose name is subscribed to the foregoing instrument and, being by me first duly sworn, declared that the statements contained therein are true and correct.

Given under my hand and seal this 29th day of June, 1998.

Sarah E. Carrington
Notary Public, State of Texas



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ASSUMED BUSINESS NAME CERTIFICATE

FILED
in the Office of the
Secretary of State of Texas
JUL 03 1998
Corporations Section

DATE: June 29, 1998

REGISTRANT: Bexar County Highlands Ranch Homeowners Association, Inc.

ASSUMED NAME: Highlands Ranch Homeowners Association

1. Registrant is conducting business under the assumed name.
2. The name of Registrant as stated in its Articles of Incorporation is Bexar County Highlands Ranch Homeowners Association, Inc.
3. a. The state, country, or other jurisdiction under the laws of which Registrant is organized is Texas.
b. The address of Registrant's registered or similar office in that state, country, or jurisdiction is 11 Lynn Batts Lane, Suite 100, San Antonio, Bexar County, Texas 78218.
4. The period, not to exceed ten years, during which the assumed name will be used is from the date hereof until January 31, 2008.
5. Registrant is a Texas non-profit corporation.
6. Registrant is required to maintain a registered office in Texas. The address of Registrant's registered office is 11 Lynn Batts Lane, Suite 100, San Antonio, Bexar County, Texas 78218. The name of Registrant's registered agent at that address is Lloyd A. Denton, Jr. The address of Registrant's principal office is 11 Lynn Batts Lane, Suite 100, San Antonio, Texas 78218.
7. The county within Texas where business services are being conducted under the assumed name is Bexar County, Texas.

**BEXAR COUNTY HIGHLANDS RANCH
HOMEOWNERS ASSOCIATION, INC.**

By: 

Lloyd A. Denton, Jr., President

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STATE OF TEXAS §
 §
COUNTY OF BEXAR §

This instrument was acknowledged before me on June 29, 1998,
by Lloyd A. Denton, Jr., President of Bexar County Highlands Ranch Homeowners
Association, Inc., a Texas corporation, on behalf of said corporation.

Sarah E. Carrington

Notary Public, State of Texas



AFTER RECORDING, RETURN TO:

Melanie L. Kenworthy
Kerr & Wilson, P.C.
750 E. Mulberry, Suite 510
San Antonio, Texas 78212

Any provision herein which restricts the sale, or use of the described real
property because of race is invalid and unenforceable under Federal law
STATE OF TEXAS, COUNTY OF BEXAR
I hereby certify that this instrument was FILED in File Number Sequence on
the date and at the time stamped hereon by me and was duly RECORDED
in the Official Public Record of Real Property of Bexar County, Texas on:

AUG 08 2000



Gerry Rickhoff
COUNTY CLERK BEXAR COUNTY, TEXAS

Filed for Record in:
BEXAR COUNTY, TX
GERRY RICKHOFF, COUNTY CLERK

On Aug 08 2000
At 1:06pm

Receipt #: 357949
Recording: 49.00
Doc/Mgmt: 6.00
Doc/Num : 2000- 0134609
Deputy -RUBIANA REYNA

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