

**CONDOMINIUM INFORMATION  
STATEMENT**

**EXHIBIT A**

**CERTIFICATE OF FORMATION  
FOR  
1380 RIVER BEND  
OWNERS ASSOCIATION, INC.**

**FILED**  
in the Office of the  
Secretary of State of Texas  
FEB 13 2018  
Corporations Section

**CERTIFICATE OF FORMATION**

**OF**

**1380 RIVER BEND OWNERS ASSOCIATION, INC.**

A Texas Nonprofit Corporation

I, the undersigned natural person over the age of eighteen years, acting as organizer of a nonprofit corporation under the Texas Business Organizations Code, do hereby adopt the following Certificate of Formation for the corporation:

1. NAME. The name of the corporation is **1380 RIVER BEND OWNERS ASSOCIATION, INC.** (the "Association").

2. PROPERTY OWNERS ASSOCIATION. **1380 RIVER BEND OWNERS ASSOCIATION, INC.** is the corporate Association defined in the Condominium Declaration of **1380 RIVER BEND, A CONDOMINIUM**, recorded in the Real Property Records of Dallas County, Texas, as amended from time to time (the "Declaration"), with respect to certain real property in Dallas County, Texas, and as further described in the Declaration.

3. NONPROFIT. The Association is a nonprofit corporation, organized pursuant to the Texas Business Organizations Code.

4. DURATION. The duration of the Association is perpetual.

5. 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 the Association, in accordance with the Declaration, the Bylaws of the Association, and Texas law, as each may be amended from time to time.

6. POWERS. In furtherance of its purposes, the Association has the following powers which, unless indicated otherwise by this Certificate of Formation, the Declaration, the Bylaws, or Texas law, may be exercised by the board of directors:

a. All rights and powers conferred upon nonprofit corporations by Texas law in effect from time to time;

b. All rights and powers conferred upon property owners associations by Texas law, in effect from time to time; and

c. All powers necessary, appropriate, or advisable to perform any purpose or duty of the Association as set out in this Certificate of Formation, the Bylaws, the Declaration, or Texas law.

7. 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.

8. 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 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.

9. LIMITATIONS ON LIABILITY.

a. Except as provided in Paragraph b below, a 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 a director, except to the extent a person is found liable for (i) a breach of the director's duty of loyalty to the Association or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Association; (iii) an act or omission not in good faith that involves intentional misconduct or a knowing violation of the law; (iv) a transaction from which the director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office; or (v) an act or omission for which the liability of a 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 elements, 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.

10. INDEMNIFICATION. Subject to the limitations and requirements of Title 1, Chapter 8 of the Texas Business Organizations Code, 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.

11. AMENDMENT OF CERTIFICATE OF FORMATION. This Certificate of Formation may be amended in accordance with the Texas Business Organizations Code, subject to the following:

a. An amendment may not conflict with the Declaration or Texas law.

b. An amendment may not impair or dilute a right granted to a person by the Declaration, without that person's written consent.

c. Without member approval, the board of directors may adopt amendments permitted by Section 22.107(b) of the Texas Business Organizations Code.

12. AMENDMENT OF BYLAWS. The Bylaws of the Association may be amended or repealed according to the amendment provision of the Bylaws.

13. WINDING UP. The Association may be wound up only as provided in the Declaration, Bylaws, and by Texas law. On winding up, 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 Texas Property Code, albeit the Association is not otherwise subject to Chapter 82 of the Property Code.

14. ACTION WITHOUT MEETING. Pursuant to Sections 6.202 and 22.220 of the Texas Business Organizations Code, any action required by the Texas Business Organizations Code 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.

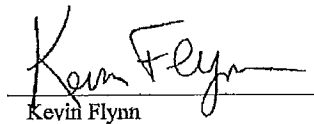
15. INITIAL BOARD OF DIRECTORS. The initial board consists of three (3) directors who will serve as directors until their successors are elected and qualified, as provided in the Bylaws. The names and addresses of each of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Alice Murray	708 Kessler Woods Trail Dallas, Texas 75208
Deborah Alves	3500 Fairmount St., #712 Dallas, Texas 75219
Jarrett Ouellette	175 Oak Lawn Avenue Dallas, Texas 75207

16. INITIAL REGISTERED AGENT. The name of the Association's initial registered agent is Alice Murray. The address of its initial registered office is 708 Kessler Woods Trail, Dallas, Texas 75208.

17. ORGANIZER. The name of the organizer is Kevin Flynn. The address of the organizer is 500 N. Akard St., Ste. 2700, Dallas, Texas 75201.

SIGNED this 13<sup>th</sup> day of February, 2018.

  
Kevin Flynn