

**CERTIFICATE OF FORMATION**  
**OF**  
**HUDSON STREET MASTER ASSOCIATION, INC.**

I, the undersigned natural person over the age of eighteen (18), acting as organizer, adopt the following Certificate of Formation of Hudson Street Master Association, Inc., (referred to as the "Corporation"):

**ARTICLE I**

**NAME**

The name of the corporation is Hudson Street Master Association, Inc.

**ARTICLE II**

**NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation.

**ARTICLE III**

**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE IV**

**PURPOSES**

The Corporation is organized to act as the master association of two residential condominiums, being the 5914 Hudson Condominium and the 5916 Hudson Condominium as set forth in those Condominium Declarations establishing such condominiums recorded in the Real Estate Records of Dallas County, Texas (the "Declaration"). Members shall be owners of the condominium units in 5914 Hudson Condominium and 5916 Hudson Condominium.

## **ARTICLE V**

### **POWERS**

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Texas Non-Profit Corporation Law, part of the Texas Business Organizations Code ("TNCL"). Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may not pay compensation to directors or officers for services rendered to or for the Corporation.

## **ARTICLE VI**

### **RESTRICTIONS AND REQUIREMENTS**

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gains. The Corporation shall have no power to take any action prohibited by the TNCL. The Corporation shall have no power to engage in any activities, except to an insubstantial degree, that are not in the furtherance of the purposes set forth above.

## **ARTICLE VII**

### **MEMBERSHIP**

The Corporation shall have one class of Member as set forth in the Agreement concerning Operation and Formation of Master Association relating to 5914 on Hudson Condominium and 5916 Hudson Condominium.

## **ARTICLE VIII**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of the Corporation is 12740 Merit Dr., Dallas, Texas 75206. The name of the initial registered agent at this office is Jack Gian.

## ARTICLE IX

### BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the Bylaws. The initial Board of Directors shall consist of three persons. The number of directors may be increased or decreased by adoption or amendment of the Bylaws. In electing directors, members eligible to vote shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates. The initial Board of Directors shall adopt the initial Bylaws of the Corporation. The initial Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
Cindy Lewis	5916 Hudson St. #8 Dallas, Texas 75206
Dan Duncan	5916 Hudson St. #10 Dallas, Texas 75206
Brett Helm	5914 Hudson St. #11 Dallas, Texas 75206

## ARTICLE X

### LIMITATION ON LIABILITY OF DIRECTORS

A Director is not liable to the Corporation or members for monetary damages for an act or omission in the Director's capacity as Director except to the extent otherwise provided by a statute of the State of Texas.

**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the Bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify Directors, officers, and others related to the Corporation.

**ARTICLE XII**  
**CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**ARTICLE XIII**  
**INCORPORATORS**

The name and street address of the incorporator is:

<u>Name of Organizer</u>	<u>Street Address</u>
Gary R. Rice	4514 Travis St., Suite 220 Dallas, Texas 75205

I hereby execute this Certificate of Formation on the 25<sup>th</sup> day of April, 2011.

  
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GARY R. RICE