

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Carlos H. Cascos
Secretary of State

Office of the Secretary of State
Packing Slip

March 23, 2016
Page 1 of 1

Attn: Kelley Latham
Bellinger & Suberg, LLP
10,000 N. Central Expressway
Suite 900
Dallas, TX 75231

Batch Number: 66210919
Client ID: 302636020

Batch Date: 03-22-2016
Return Method: Fax and Mail 214-954-9541

Document Number	Document Detail	Number / Name	Page Count	Fee
662109190002	Expedited	Lewis Ranch Homeowners' Association, Inc.	0	\$25.00
662109190002	Certificate of Formation	Lewis Ranch Homeowners' Association, Inc.	0	\$25.00
662109190003	Convenience Fee			\$1.35
			Total Fees:	\$51.35

Payment Type	Payment Status	Payment Reference	Amount	
Credit Card	Received	*****4834	\$51.35	
			Total:	\$51.35

Total Amount Charged to Client Account: \$0.00

(Applies to documents or orders where Client Account is the payment method)

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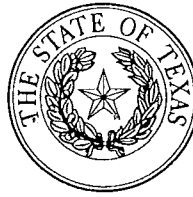
User ID: AHURTADO

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Office of the Secretary of State

March 23, 2016

Attn: Kelley Latham

Bellinger & Suberg, LLP
10,000 N. Central Expressway, Suite 900
Dallas, TX 75231 USA

RE: Lewis Ranch Homeowners' Association, Inc.
File Number: 802420249

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

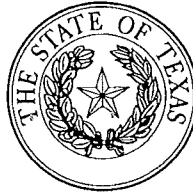
Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>. For information on state tax exemption, including applications and publications, visit the Comptroller's Exempt Organizations web site at <http://window.state.tx.us/taxinfo/exempt/index.html>. Information on exemption from federal taxes is available from the Internal Revenue Service web site at www.irs.gov.

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation. If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555
Enclosure

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Office of the Secretary of State

CERTIFICATE OF FILING OF

Lewis Ranch Homeowners' Association, Inc.
File Number: 802420249

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 03/22/2016

Effective: 03/22/2016



A handwritten signature in black ink, appearing to read "Cascos" followed by a horizontal line.

Carlos H. Cascos
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

MAR 22 2016

CERTIFICATE OF FORMATION

OF

Corporations Section

LEWIS RANCH HOMEOWNERS' ASSOCIATION, INC.

I, the undersigned, being of the age of eighteen years or more, acting as incorporator under the Texas Business Organizations Code, as it may be amended (the "**TBOC**"), does hereby adopt this Certificate of Formation (herein so called) for the Association (as hereinafter defined):

Article 1. Name. The name of the corporation for which this Certificate of Formation is being filed is **Lewis Ranch Homeowners' Association, Inc.** (hereinafter called the "**Association**").

Article 2. Type of Corporation. The Association is a nonprofit corporation organized pursuant to the TBOC and has no capital stock.

Article 3. Duration. The Association shall have perpetual duration.

Article 4. Definitions. Capitalized terms contained in this Certificate of Formation that are not defined herein shall have the meaning given to such terms in the Declaration of Covenants, Conditions and Restrictions for Lewis Ranch to be recorded in the public records of Collin County, Texas, as it may be amended from time to time (the "**Declaration**"), which definitions are incorporated herein by this reference.

Article 5. Registered Office and Agent. The initial registered office of the Association is 10,000 North Central Expressway, Suite 900, Dallas, Texas 75231, and the initial registered agent at such address is Glen A. Bellinger. The undersigned, as incorporator, affirms that the person designated herein as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute this instrument.

Article 6. Incorporator. The name and address of the incorporator is Glen A. Bellinger at 10,000 North Central Expressway, Suite 900, Dallas, Texas 75231.

Article 7. Purpose of Corporation. The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its Members, and is organized for nonprofit purposes. The purposes for which the Association is formed are: (a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws, and as provided by law; and (b) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration.

Article 8. Powers of the Corporation. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or the Bylaws, may be exercised by the Board of Directors (as hereinafter defined): (a) all of the

powers conferred upon nonprofit corporations by the laws of the State of Texas in effect from time to time; (b) all rights and powers conferred on property owners' associations by the laws of the State of Texas; 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 the laws of the State of Texas.

Article 9. Membership. The Association shall be a membership corporation without certificates or shares of stock. All Owners, by virtue of their ownership of a Lot subject to the Declaration, are Members of the Association and such membership is appurtenant to, and inseparable from, ownership of the Lot. Every Member shall have the right at all reasonable times to inspect and copy the books of the Association as permitted by applicable law. The foregoing provisions of this Article are not intended to include persons or entities holding an interest in a Lot merely as security for the performance of an obligation.

Article 10. Voting. All Members shall have the voting rights as provided in the Declaration and the Bylaws. Cumulative voting is not allowed.

Article 11. Board of Directors. The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors (herein so called). The Board of Directors shall possess all powers granted to Boards of Directors for nonprofit corporations pursuant to the TBOC. The Board of Directors may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine. The method of election (except for the initial Board of Directors named below), removal and filling of vacancies, and the term of office shall be as set forth in the Bylaws. The Board of Directors shall consist of 3, 5 or 7 members and all decisions of the Board of Directors shall be made by majority vote as provided in the Bylaws. The initial Board of Directors shall consist of the following 3 members:

<u>Name</u>	<u>Address</u>
Scott Onderdonk	1050 East Highway 114, Southlake, Texas 76092
Timothy Stewart	1050 East Highway 114, Southlake, Texas 76092
Don Dykstra	1050 East Highway 114, Southlake, Texas 76092

Article 12. Limitation on Directors' and Officers' Liability and Indemnification. (a) An officer, director or committee member of the Association shall not be liable to the Association or its Members for any act or omission that occurs in its capacity as such officer, director or committee member, except to the extent it is found liable for: (i) a breach of the officer's, director's or committee member'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 officer, director or committee member to the Association; (iii) an act or omission that involves intentional misconduct or a knowing violation of the law; (iv) a transaction from which the officer, director or committee member receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of its office or position; or (v) an act or omission for which the liability of an officer, director or committee member is expressly provided by an applicable

statute. The liability of officers, directors and committee members 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. The foregoing limitation on the liability of an officer, director or committee member does not eliminate or modify that officer's, director's or committee member's liability as a Member of the Association.

(b) Subject to the limitations and requirements of the TBOC, the Association shall indemnify, defend and hold harmless every officer, director and committee member from and against all damages, claims and expenses, including, without limitation, attorneys' fees, reasonably incurred in connection with any threatened, initiated or filed action, suit or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which such officer, director or committee member may be a party by reason of being or having been an officer, director or committee member, except that such obligation to indemnify shall be limited to those actions for which a director's, officer's or committee member's liability is limited in this Article above. The obligations of the Association in this paragraph (b) will continue as to an officer, director or committee member who has ceased to hold such position and will inure to such officer's, director's or committee member's heirs, executors and administrators. Subject to the limitations and requirements of the TBOC, the Association may also voluntarily indemnify a person or party who is or was an employee, trustee, agent or attorney of the Association, against any liability asserted against such person or party in that capacity and arising out of that capacity. Furthermore, in the event the obligations of the Association set forth above are more restrictive than the provisions of indemnification allowed by the TBOC, then such persons and parties named above shall be indemnified, defended and held harmless to the full extent permitted by the TBOC.

Article 13. Dissolution. The Association may be dissolved by vote or the written approval of not less than 67% of all outstanding votes held by the Members as may be more specifically provided in the Bylaws or the Declaration and in accordance with the laws of the State of Texas. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association will be distributed and conveyed to either (a) an appropriate public agency to be used for purposes similar to those for which the Association was created, or (b) a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Any dissolution is subject to the terms of Article 16 hereof, if applicable.

Article 14. Amendment. Amendment of this Certificate of Formation shall require approval of at least 67% of all outstanding votes (other than suspended votes) held by the Members.

Article 15. Action Without Meeting. Except as prohibited by applicable law, any action required by law to be taken or 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 forth the action so taken, shall be signed by the number of Members having the total number of votes of the Association necessary to enact the action taken, as determined under the Declaration or this Certificate of Formation.

Article 16. Conflict with Other Documents. In the event of a conflict between this Certificate of Formation and the Declaration, the Declaration shall control. In the event of a

conflict between this Certificate of Formation and the Bylaws, this Certificate of Formation shall control.

Article 17. Effectiveness of Filing. This document becomes effective as a certificate of filing for a nonprofit corporation when this document is filed by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate of Formation this 22nd day of March, 2016. The undersigned, as incorporator, affirms that the person designated herein as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute this instrument.



Glen A. Bellinger, Incorporator