

ARTICLES OF INCORPORATION
of
NORTHWOODS OWNERS' ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas

APR 25 2002

Corporations Section

ARTICLE I. NAME

The name of the Corporation is **NORTHWOODS OWNERS' ASSOCIATION, INC.** (hereafter called the "Association").

ARTICLE II. NON-PROFIT

The Corporation is a non-profit corporation.

ARTICLE III. REGISTERED AGENT AND OFFICE

Gary Mefford is hereby appointed the initial Registered Agent of this Association, and the initial registered office is:

**210 Barton Springs Road
Suite 500
Austin, Texas 78704**

ARTICLE IV. PURPOSE & POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the general purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the commercial lots and common area within that certain tract of real property known as "**Northwoods Subdivision**" a subdivision in the City of Austin, Williamson County, Texas, and any property which may eventually be annexed within the control of this Association (collectively the "Property" or "Subdivision"), and to promote the health, safety, and welfare of the residents within the Subdivision. For these purposes, the Association may:

- A.** Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain *Master Declaration of Covenants, Conditions, & Restrictions - Northwoods* (hereinafter called the "Declaration") applicable to the Property and recorded or to be recorded in the Official Records of Williamson County, Texas, as they may be amended from time to time; and
- B.** Enforce applicable provisions of the Declaration, Bylaws, and Rules & Regulations of the Association; and
- C.** Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments 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 licenses, taxes, or governmental charges levied or imposed against the Property of the Association; and
- D.** Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, foreclose, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association; and
- E.** Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred so long as the Corporation complies with all requirements contained in the Declaration and Bylaws; and
- F.** 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 such conditions as may be agreed to by the members, so long as the Corporation complies with all requirements contained in the Declaration and Bylaws; and
- G.** Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional property and Common Area, so long as the Corporation complies with all requirements contained in the Declaration and Bylaws; and
- H.** Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have or exercise, so long as the Corporation complies with all requirements contained in the Declaration and Bylaws.

ARTICLE V. MEMBERSHIP

Every Owner of a Lot in the Subdivision, which is subject to assessment, and the Declarant (as defined in the Declaration, so long as Declarant owns a Lot in the Subdivision) shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership is appurtenant to and may not be separated from ownership of any Lot which is subject to the Declaration.

ARTICLE VI. BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three, nor more than nine, Directors, who need not be members of the Association. The Board shall be appointed (or elected, as the case may be) in accordance with the Declaration. 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>
Gary Mefford	210 Barton Springs Road Suite 500 Austin, Texas 78704
Robert C. Marshall, Jr.	710 Peachtree St. NW, Suite 240 Atlanta, Georgia 30308
Icchak Zaidman	13809 Research Blvd. Suite 1000 Austin, Texas 78750

ARTICLE VII. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by at least 75% of the 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 non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE VIII. DURATION

The Corporation shall exist perpetually.

ARTICLE IX. AMENDMENTS

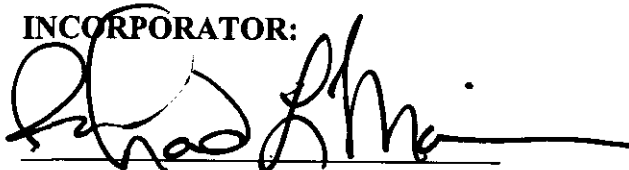
Amendment of these Articles shall require the assent of at least 75% of the members.

In witness whereof, for the purpose of forming this Corporation under the laws of the State of Texas,

I, as the incorporator of this Association, have executed these Articles of Incorporation on this

11th day of April, 2002.

INCORPORATOR:



Richard L. Morrison

Rash, Chapman, Schreiber & Porter, L.L.P.
White-Springfield House
2112 Rio Grande
Austin, Texas 78705