

JUL 20 2001

ARTICLES OF INCORPORATION
OF
VILLAGES AT TWIN RIVERS COMMUNITY ASSOCIATION, INC. Corporations Section

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

ARTICLE I

The name of the corporation is Villages at Twin Rivers Community Association, Inc. (hereafter referred to as "this corporation" or the "Association").

ARTICLE II

The Association is a non-profit corporation, and shall have all the powers and duties specified in and allowable under the Texas Non-Profit Corporation Act. No part of the assets or net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV below

ARTICLE III

The period of this corporation's duration is perpetual.

ARTICLE IV

The purposes for which this corporation is formed are:

- (a) To promote the health, safety and welfare of the residents of the Villages at Twin Rivers single family subdivisions in McLennan County, Texas, as described in the Declaration (hereinafter defined) and such other property as may be annexed into the jurisdiction of the Association, and to be and constitute the non-profit corporation to which reference is made in that certain Declaration of Covenants, Conditions and Restrictions for the Villages at Twin Rivers, which is applicable to the property within the above named subdivisions and has been or will hereafter be recorded in the real property records of McLennan County, Texas (the "Declaration") In order to carry out such general purposes, the Association shall have the general power to:
 - (1) Fix assessments (or charges) to be levied against the Lots within its jurisdiction and establish services to be provided for the benefit of its Members;

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- (2) Enforce any and all covenants, conditions, restrictions and agreements applicable to the Lots within its jurisdiction; and
 - (3) Insofar as permitted by law and the Declaration, to do any other thing of a similar nature that will promote the common benefit and enjoyment of the Owners of the property within its jurisdiction
- (b) Without limiting the foregoing general statement of purposes and powers, the Association shall have the power to
- (1) Cause to be kept a complete record of all its receipts and disbursements;
 - (2) Supervise all agents and employees of the Association and to see that their duties are properly performed;
 - (3) Fix, levy and collect the assessments and other charges to be levied against each Lot within its jurisdiction;
 - (4) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment,
 - (5) Buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, which shall include the power to foreclose its lien on any property subject to the Declaration and any other declarations enforceable by the Association by judicial or nonjudicial means;
 - (6) Procure and maintain adequate liability insurance for its Board of Directors, its officers, agents and employees;
 - (7) Exercise all powers reasonably necessary to effectuate the purposes of the Association,
 - (8) Manage, control, operate, maintain, preserve, repair and improve the Common Area and any other property acquired by the Association, or any property owned by another for which the corporation, by rule, regulation, Declaration, or contract, has a right or duty to provide such services;
 - (9) Borrow money for any purpose subject to such limitations as may be contained in the Declaration or the Association's By-Laws,
 - (10) Enter into, make, perform and enforce contracts of every kind and description, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association,

- (11) Provide or contract for services benefitting the property within its jurisdiction including, without limitation, garbage removal and any and all supplemental municipal services as may be necessary or desirable,
- (12) Contract with other associations, organizations, or groups to provide for the maintenance of property adjacent to or adjoining the property within its jurisdiction; and
- (13) Spend money for the improvement or maintenance of property within its jurisdiction, or adjacent to or adjoining such property.

The foregoing enumeration of powers shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent powers

This corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes set forth above in Paragraphs (a) and (b) of this Article IV. This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the Members thereof and is organized for non-profit purposes and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its Members, or to distribute any gains, profits or dividends to its Members as such.

ARTICLE V

This corporation 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 or to a declaration of covenants, conditions and restrictions hereafter imposed on property brought within the jurisdiction of the Association, are Members of the Association. The Members shall be divided into classes and entitled to vote in accordance with the provisions contained in the Association's By-Laws and the Declaration.

ARTICLE VI

The mailing address of the initial registered office of this corporation is 500 N. Valley Mills Dr , Waco, Texas 76710 and the name of its initial registered agent at such address is James H. Stewart.

ARTICLE VII

The business and affairs of this corporation shall be conducted, managed and controlled by a Board of Directors. The Board shall consist of three (3) members. The initial Board of Directors shall consist of the following individuals:

- (1) James H Stewart
500 N. Valley Mills Dr.
Waco, Texas 76710
- (2) Fred Dewald
P O. Box 1328
Hewitt, Texas 76643
- (3) Jack Dunn
8414 Old McGregor Road
Waco, Texas 76712

All of the members of Board of Directors shall be appointed by the Declarant during the Class "B" Control Period , Thereafter the Members shall elect the Directors. The method of election of members of the Board, removal and filing of vacancies, and the term of office of directors shall be as set forth in the By-Laws The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

ARTICLE VIII

To the fullest extent permitted by Texas statutes, as the same exist or as they may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitation than permitted prior to such amendment), a director of this corporation shall not be liable to this corporation for monetary damages for an act or omission in the director's capacity as a director. Any amendment of these Articles of Incorporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of this corporation existing at the time of such repeal or amendment

ARTICLE IX

This corporation may be dissolved only as provided in the By-Laws and by the laws of the State of Texas.

ARTICLE X

The names and street address of the incorporator is:

Name:

Address.

John F. Sheehy, Jr

510 N Valley Mills Dr , Suite 500
Waco, Texas 76710

ARTICLE XI

The judgment of the directors, whether the directors are the initial directors or substitute directors, in the expenditure of funds of this corporation shall be final and conclusive, so long as such judgment is exercised in good faith

ARTICLE XII

The By-laws of this corporation shall be adopted by the Board of Directors and shall thereafter be amended or altered by a majority vote of the Board of Directors of this corporation, provided, however, any amendment of the By-laws during the Class "B" Control Period must be approved by the Declarant.

ARTICLE XIII

All capitalized terms used in these Article of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

IN WITNESS WHEREOF, for the purpose of forming this association under the laws of the State of Texas, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 18th day of July, 2001


JOHN F. SHEEHY, JR.