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FILED  
In the Office of the  
Secretary of State of Texas  
JUN 29 1988

Clerk I-B  
Corporations Section

ARTICLES OF INCORPORATION  
OF  
CANYON OAKS PROPERTY OWNERS ASSOCIATION

I, the undersigned natural person of the age of eighteen years or more, 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 ONE

The name of the corporation is CANYON OAKS PROPERTY OWNERS ASSOCIATION.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The corporation is a non-profit corporation.

ARTICLE FOUR

The purposes for which the corporation is organized are:

1. To constitute the "Association" and to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association, as provided for in the declarations of restrictions of the subdivision known as Canyon Oaks Subdivision located in Uvalde County, Texas (herein called the "Subdivision"), as shown by map or plat thereof recorded in the Plat Records of Uvalde County, Texas, and which restrictions are recorded in Uvalde County, Texas, and as the plat and restrictions may be amended from time to time as therein provided (which restrictions and the amendments thereto are herein collectively called the "Restrictions").

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2. To have the Board of Directors of the corporation exercise all of the powers and privileges and perform all of the duties and obligations provided for in the Restrictions.

3. To take title to and to provide for and do all activities necessary, useful and expedient to maintain and improve the "Reserved Area", as such Reserved Area is defined and described in the Restrictions and the plat of the subdivision as a park and recreational area for the use and benefit of the members of the corporation.

4. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Restrictions; and to pay all expenses in connection with the conduct of the business of the corporation.

5. To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation.

6. To participate in mergers and consolidations with other non-profit corporations organized for similar purposes, or annex additional subdivisions or other reserved areas.

7. To borrow or raise money for any of the purposes of the corporation and from time to time without limit as to the amount, to draw, make, accept, endorse and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and

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evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage, pledge, security agreement and financing statement, or conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

8. In general to carry on any other business in connection with the foregoing and to have and exercise all the powers conferred by the laws of the State of Texas upon corporations formed under the Texas Non-Profit Corporation Act and to do any and all things hereinbefore set forth to the same extent as natural persons might or could do. Nothing in these purposes shall limit any general power conferred upon corporations by the Texas Non-Profit Corporation Act.

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.

#### ARTICLE FIVE

The corporation shall be a membership corporation. Each Owner of a tract in Canyon Oaks Subdivision shall be a member of the corporation. Membership shall be appurtenant to and may not be separated from ownership of a tract in the Subdivision. The term "Owner" as used herein means the person vested with

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title to a tract in the Subdivision; provided, however, if the person who has legal title to the tract has sold the same to a person under a contract for deed or other similar arrangement, the term Owner shall mean the purchaser under the contract for deed; and further provided, if the purchaser's rights are forfeited under a contract for deed or other similar arrangement, such person shall no longer be considered for the purposes hereof to be an Owner of a tract in the Subdivision. The term "tract" means each of the numbered lots designated on the plat of the Subdivision or any replat thereof permitted by the Restrictions and approved as a subdivision of such lot by the appropriate governmental authority.

Upon the transfer of ownership of a tract, the new Owner of the tract shall succeed to such membership.

The Owner of each tract or his legally authorized representative and proxy shall be entitled to vote at all meetings of the corporation. Each tract shall have allocated to it one (1) vote. In the event a tract shall be jointly owned by more than one person, the voting rights allocated to such tract shall be divided between, and may be proportionately and independently exercised by, each co-owner in proportion to his respective ownership interests.

#### ARTICLE SIX

The affairs of the corporation shall be managed by a Board of Directors of not less than three (3) directors. The number of directors shall be fixed by the Bylaws of this corporation.

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The Directors shall at all times be persons having an ownership interest in a tract in the Subdivision. If any Owner of a tract is a corporation, partnership, trust or other legal entity, an officer, director, shareholder, partner, trustee or beneficiary of such tract may be a member of the Board of Directors.

The number of Directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Kenneth W. Arthur	P.O. Box 254 Concan, Texas 78838
H. Y. Gayle	125 Sabine Portland, Texas 78374
David Dvorak	P.O. Box 827 Kingsville, Texas 78363

ARTICLE SEVEN

The corporation shall indemnify any Director or officer or former Director or officer of the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence of misconduct in performance of duty, but such

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indemnification shall not be deemed exclusive of any other rights to which such Director or officer may be entitled under any bylaw, agreement, vote of members or otherwise.

ARTICLE EIGHT

No person shall be liable to the corporation for any loss or damage suffered by it resulting from any action or admitted to be taken by him as a Director or officer of the corporation in good faith and as if such person exercised or used the same degree of care and skill as a prudent man would have exercised or used in the same or similar circumstances in the conduct of his own affairs.

ARTICLE NINE

The street address of its initial registered office is the Old Leakey-Concan Road (R.R. 1120), Concan, Uvalde County, Texas 78838, and the name of its initial registered agent at such address is Kenneth W. Arthur.

ARTICLE TEN

The name and address of the Incorporator is:

Kenneth W. Arthur  
P.O. Box 254  
Concan, Texas 78838

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 27 day of June, 1988.

Kenneth W. Arthur  
KENNETH W. ARTHUR, Incorporator

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THE STATE OF TEXAS §

COUNTY OF UVALDE §

BEFORE ME, a Notary Public, on this day personally appeared KENNETH W. ARTHUR, known to me to be the person whose name is subscribed to the foregoing document, and, being by me first duly sworn, declared that the statements contained therein are true and correct.

GIVEN under my hand and seal this 27 day of June, 1988.

Patricia Van Fleet

Notary Public, State of Texas

My Commission Expires: 7-16-90

JOE R. HUFSTEDLER

1988

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Kenneth W. Arthur  
P.O. Box 254  
Concan, Texas 78838

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this \_\_\_\_ day of \_\_\_\_\_, 1988.

KENNETH W. ARTHUR, Incorporator