



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION  
OF

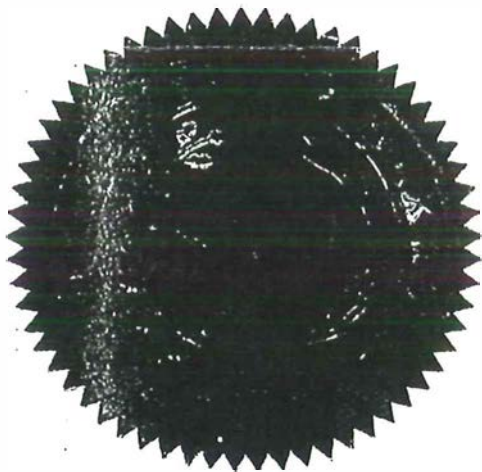
FRIO COMMUNITIES IMPROVEMENT ASSOCIATION, INC.

The undersigned, as Secretary of State of the State of Texas, hereby certifies that duplicate originals of Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated JULY 14, 1972

  
Secretary of State



ARTICLES OF INCORPORATION

JUL 14 1972

OF

CORPORATIONS SECTION

FRIO COMMUNITIES IMPROVEMENT ASSOCIATION

We, the undersigned, natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation. *at least two of the incorporators are citizens of the State of Texas.*

ARTICLE ONE

The name of the corporation (which is hereinafter called Corporation) is FRIO COMMUNITIES IMPROVEMENT ASSOCIATION, INC.

ARTICLE TWO

The Corporation does not afford pecuniary gain, incidentally or otherwise, to its members. *The Corporation is a non-profit corporation.*

ARTICLE THREE

The period of its duration is 100 years.

ARTICLE FOUR

The purpose for which the Corporation is organized is to promote and develop the common good and social welfare of residents of TWIN FORKS ESTATES, a named subdivision, more particularly described in that certain plat on file in the records of Real County, Texas identifying the above named subdivision or supplement there to and property acquired by the Corporation as shall hereafter be actually subjected to covenants, liens, charges, conditions, or restrictions for the support and benefit of the Corporation and the welfare or betterment of such community or residents thereof created by deed, indenture, agreement, or declaration approved, ratified or adopted by resolution of the Board of Directors of the Corporation, shall be considered as the community or communities described in these Articles of Incorporation and the proper object of the powers and purposes of the Corporation.

Without limiting the generality of the foregoing, the Corporation shall have power to take and hold any property, to establish thereon and to administer and enforce covenants, conditions, restrictions, reservations, servitudes, profits, licenses, easements, liens, or charges for the support and benefit of the Corporation and the welfare or betterment of such communities or residents thereof; to construct, install, extend, operate, maintain, repair, and replace utilities, systems, services, or other facilities on such property for the welfare or betterment of such communities or residents thereof; to manage, regulate, and control the common or community use and enjoyment of such property services, or facilities for the welfare or betterment of such communities or such residents; and to sell, convey, or dispose of any such property. The Corporation shall have all powers conferred upon it by law unless inconsistent with the provisions of this Article. The Corporation shall not be organized nor operated for profit, nor shall it participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE FIVE

SECTION 1. MEMBERSHIP. Every person or entity who is the owner of a fee or of the equitable title in a lot or living unit, when purchasing under a contract, and who is subject to assessment, either present or future, by the Corporation, pursuant to the provisions of any recorded instrument relating to such assessment, shall be a member of the Corporation. For the purpose of determining membership, such ownership will be deemed to have vested upon delivery of a duly executed deed or contract to the grantee or vendee. The legal title retained by a vendor selling under a contract shall not qualify such vendor for membership. Foreclosure of a contract or repossession for any reason of a lot or unit sold under contract shall terminate the vendee's membership, whereupon all rights to such membership shall revert in the vendor.

SECTION 2. VOTING RIGHTS. Members shall be all the owners as defined in Section 1 of this Article, including the developer. Members shall be entitled to one (1) vote for each lot or living unit in which they hold the interest required for membership by Section 1 as shown by the records of the Corporation as of the last day of the third month preceding the next membership annual meeting. When more than one person holds such interest or interests in any lot or living unit, all such persons shall be members and the vote for such lot or living unit shall be exercised as they may among themselves determine, but in no event shall more than one vote be cast with respect to any such lot or living unit. Provided, however, that regardless of the number of lots any member may own, such member, including the developer, shall not after the date payments on assessments are to commence, be eligible to cast a number of votes in excess of the aggregate, less one, of the number of votes available to the other members of the corporation.

For the purpose of determining the votes allowed under this section, when living units are counted, the lot or lots upon which such living units are situated shall not be counted.

SECTION 3. SUSPENSION OF MEMBERSHIP RIGHTS. The membership rights (including voting rights) of any Member may be suspended by action of the Board of Directors if such Member shall have failed to pay when due any assessment or charge lawfully imposed upon him or any property owned by him, or if the Member, his family, his tenants, or guest of any thereof, shall have violated any rule or regulation of the Board regarding the use of any property or conduct with respect thereto.

## ARTICLE SIX

The street address of the initial registered office of the Corporation is 220 W. Nopal Street, Uvalde, Texas 78801. The name of the initial registered agent of the Corporation in this state is Susie Nichols *at such address.*

ARTICLE SEVEN

The names and addresses of the Incorporators are as follows:

Robert K. Davis, P.O. Box 248, Leakey, Texas  
Donald K. Kincaid, Garner State Park, ConCan, Texas  
Susie Nichols, 220 W. Nopal St., Uvalde, Texas

ARTICLE EIGHT

The Corporation shall have five (5) directors who shall constitute the Board of Directors and the governing body of the Corporation. The initial Board of Directors shall consist of five (5) directors who shall hold office until the election of their successors for the term stated hereinafter. Beginning with the first annual meeting, the members at each annual meeting shall elect one (1) director for a term of five (5) years. The names and addresses of those persons who shall act as directors until the election of their successors are:

SUSIE NICHOLS, 220 W. Nopal, Uvalde, Texas  
ROBERT COLEMAN, P.O. Box 1362, Uvalde, Texas  
HENRY DALRYMPLE, P.O. Box 1362, Uvalde, Texas  
DONALD K. KINCAID, Garner State Park, ConCan, Texas  
ROBERT K. DAVIS, P.O. Box 248, Leakey, Texas

Except as herein otherwise specified, the decision of the majority of the directors currently serving as such shall be required and shall be sufficient to authorize any action on behalf of the Corporation. Each director shall be entitled to one (1) vote on every matter presented to the Board of Directors.

Any meeting of the members or of the Board of Directors of the Corporation may be held within or without the State of Texas.

ARTICLE NINE

Upon dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds thereof, shall be distributed to the members of the Corporation as such, but all such property and proceeds shall, subject to the discharge of valid obligations of the Corporation, be distributed as directed by the members of the Corporation to the governing body of any community or communities for the welfare of which the Corporation shall have been operated or to one or more corporations or other organizations not organized for profit and operated exclusively for the promotion of social welfare, and which does not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE TEN

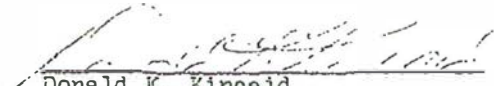
The term of office of the persons acting as directors until the election of their successors shall be:

Susie Nichols - one year  
Robert Coleman - two years  
Henry Dalrymple - three years  
Donald K. Kincaid - four years  
Robert K. Davis - five years

13<sup>TH</sup> IN WITNESS WHEREOF, we have hereunto set out hands this  
day of July, A.D. 1972.

  
Robert K. Davis

  
Susie Nichols

  
Donald K. Kincaid

THE STATE OF TEXAS

COUNTY OF UVALDE

I, J. NADINE HOOK, a notary public, do hereby certify that on this 13TH day of July, A.D. 1972, personally appeared before me Robert K. Davis, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

J. Nadine Hook  
Notary Public, Uvalde County, Texas

THE STATE OF TEXAS

COUNTY OF UVALDE

I, J. NADINE HOOK, a notary public, do hereby certify that on this 13TH day of July, A.D. 1972, personally appeared before me Donald K. Kincaid, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

J. Nadine Hook  
Notary Public, Uvalde County, Texas

THE STATE OF TEXAS

COUNTY OF UVALDE

I, J. NADINE HOOK, a notary public, do hereby certify that on this 13TH day of July, A.D. 1972, personally appeared before me Susie Nichols, who being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

J. Nadine Hook  
Notary Public, Uvalde County, Texas