

**ARTICLES OF INCORPORATION  
OF  
CEDAR PARK TOWN CENTER  
RESIDENTIAL OWNERS ASSOCIATION, INC.**

FILED  
In the Office of the  
Secretary of State of Texas

JUL 19 2004

Corporations Section

The undersigned natural person, being 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 Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

**Article I**

**NAME**

The name of the corporation is Cedar Park Town Center Residential Owners Association, Inc. (hereinafter called the "Association").

**Article II**

**NONPROFIT CORPORATION**

The Association is a nonprofit corporation.

**Article III**

**DURATION**

The period of the Association's duration is perpetual.

**Article IV**

**PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is organized in accordance with, and shall operate for nonprofit purposes pursuant to, the Texas Nonprofit Corporation Act, and no part of the net earnings of the Association (other than by acquiring, constructing, or providing management maintenance, and care of Association property, and other than by rebate of excess membership dues, fees, or assessments) shall inure to the benefit of any private shareholder, member, or individual. The Association is formed for the sole purpose of providing for the acquisition, construction, management, maintenance, and care of the Association property consistent with the powers and privileges, and performing all of the duties and obligations, of the Association as set forth in the Master Declaration of Residential Covenants, Conditions, and Restrictions – Cedar Park Town Center, which will be filed for record in the Official Public Records in the Williamson County, Texas, as the same may be amended, restated, and supplemented from time to time (the "Declaration"), with respect real property described in such Declaration (the "Subdivision").

**Article V**  
**REGISTERED OFFICE; REGISTERED AGENT**

The street address of the initial registered office of the Association is 12554 Riata Vista Circle, Second Floor, Austin, Texas, 78727. The name of its initial registered agent at such address is Burwell B. McClendon III.

**Article VI**  
**BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Association is three (3) and the names and address of the persons who are to serve as the initial directors are:

Name	Street Address
Richard Maier	12554 Riata Vista Circle, 2nd Floor Austin, Texas 78727
Peter Flynn	12554 Riata Vista Circle, 2nd Floor Austin, Texas 78727
Kate Forbes	12554 Riata Vista Circle, 2nd Floor Austin, Texas 78727

**Article VII**  
**INDEMNIFICATION**

To the maximum extent permitted by the Texas Non-Profit Corporation Act and other applicable law, the Association shall indemnify any director or officer or former director or officer of the Association for judgment, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses and costs (including attorney's fees) actually and necessarily incurred by him or her in connection with any claim asserted against the director or officer, by action in court or otherwise, by reason of being or having been the director or officer, except in relation to matters as to which the officer or director is guilty of gross negligence or willful misconduct in respect of the matter in which indemnity is sought or as to which the such director's liability is not limited under Article VIII below.

**Article VIII**  
**LIMITATION OF DIRECTORS' LIABILITY**

To the fullest extent permitted by the laws of the State of Texas as the same exist or may hereafter be amended, a director of the Association shall not be liable to the Association or its Members for monetary damages for breach of fiduciary duty as a director.

**Article IX**  
**IRS EXEMPTION**

The business and affairs of the Association shall always be conducted so that the Association does not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation under 501(c)(4) of Internal Revenue Code of 1986, as amended.

**Article X**  
**ACTION WITHOUT A MEETING**

Any action required or permitted by law, these Articles of Incorporation or the Bylaws of the Association to be taken at a meeting of the Members or directors or of any committee 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 have been signed by a sufficient number of Members, directors or committee Members as would be necessary to take such action at a meeting at which all of the Members, directors or Members of the committee were present and voted.

Prompt notice of the taking of any action by Members, directors or a committee without a meeting by less than unanimous written consent shall be given to all Members, directors or committee Members who did not consent in writing to the action.

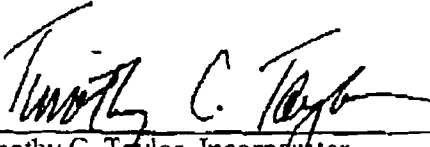
**Article XI**  
**DISSOLUTION**

In the event of dissolution of the Association, the assets of the Association shall belong to the members of the Association at the time of dissolution, pro rata according to the respective members' percentage ownership of common area of Subdivision.

**Article XII**  
**INCORPORATOR**

The name and address of the incorporator is: Timothy C. Taylor, Jackson Walker L.L.P., 100 Congress Avenue, Suite 1100, Austin, Texas, 78701.

IN WITNESS WHEREOF, I have hereunto set my hand this 12<sup>th</sup> day of July, 2004.

  
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Timothy C. Taylor, Incorporator



## Office of the Secretary of State

July 20, 2004

Jackson Walker, LLP  
100 Congress Ave., Suite 1100  
Austin, TX 78701 USA

RE: Cedar Park Town Center Residential Owners Association, Inc.  
File Number: 800366969

It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

Corporations organized under the Texas Non-Profit Corporation Act 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. If you need to contact the Comptroller about franchise taxes or exemption therefrom, write to P.O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Non-profit 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 involuntary dissolution of the corporation. Additionally, a non-profit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its articles of incorporation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Statutory Filings Division  
(512) 463-5555  
Enclosure