

ARTICLES OF INCORPORATION
OF
STONE OAK PROPERTY OWNERS ASSOCIATION, INC.

01 18 1985

Section

We, the undersigned natural persons, at least two (2) of whom are citizens of the State of Texas, and who are of the age of eighteen (18) years or more, acting as incorporators of the 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 STONE OAK PROPERTY OWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The ^{registered} principal office of the Association is located at 11306 Sir Winston, San Antonio, Texas, 78216.

ARTICLE III

Stephen L. Golden, whose address is 11306 Sir Winston, San Antonio, Texas, 78216, is hereby appointed the initial registered agent of the Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for

which it is formed are to provide for maintenance, preservation and operation of the planned community known as Stone Oak as described in the Stone Oak Master Plan recorded in Volume 2978, Page 930 of the Official Public Records of Real Property of Bexar County, Texas, as amended by instrument recorded in Volume 3017, Page 875 of the Official Public Records of Real Property of Bexar County, Texas.

Additionally, the Association is formed to promote the health, safety and welfare of all persons dwelling upon or occupying or using in any manner the above-described property and all owners thereof and for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the said Stone Oak Master Plan, as amended, hereinafter called the "Master Plan";
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Master Plan; to pay all expenses in connection therewith and expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) 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 Association;
- (d) borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred as provided by the Bylaws of the Association;
- (e) dedicate, sell or transfer all or any part of any real property owned by the Association to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the board of directors; and

(f) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Laws of the State of Texas by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a owner of record of a fee or undivided fee interest in any portion of the Properties which is subject to the Master Plan, including contract sellers but excluding those having such interest merely as security for the performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of tracts within the Properties subject to the Master Plan.

ARTICLE VI

VOTING RIGHTS

The Association shall have three classes of voting membership:

Class A. Class A members shall be all owners of unplatted lands within the Properties. Class A members shall be entitled to one (1) vote for each acre, or portion thereof, owned.

Class B. Class B members shall be all owners of platted lands restricted under the Master Plan to "LD", "IR", "IS" or "SU" uses. Class B members shall be entitled to one (1) vote for each platted lot owned.

Class C. Class C members shall be all owners of all platted lands restricted under the Master Plan to "MF", "C" or "O" uses. Class C members shall be entitled to one (1) vote for each five thousand (5,000) square feet of such platted lands, or portion thereof, owned.

When more than one person holds an interest in any tract, all such persons shall be members. The vote for such tract shall be exercised as they determine.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of seven (7) directors. A person need not be a member of the Association to serve on its Board of Directors. The members of the Project Planning Committee as provided by the Master Plan shall serve as the Board of Directors until the Project Planning Committee shall terminate. Thereafter the number of directors may be changed by amendment of the By-Laws of the Association. 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>
H. E. Preble	11306 Sir Winston San Antonio, Texas 78216
Skinner Simpson	3520 N. FM 1604 East San Antonio, Texas 78232

Ray Faircloth	P.O. Box 20659 San Antonio, Texas 78220
Mike Espensen	P.O. Box 32061 San Antonio, Texas 78216
Gerald H. Wagner	11306 Sir Winston San Antonio, Texas 78216
Dan F. Parman	11306 Sir Winston San Antonio, Texas 78216
Clarence E. Hall, Jr.	11306 Sir Winston San Antonio, Texas 78216

Following the termination of the Project Planning Committee the members shall, at their first annual meeting, elect seven (7) directors to each serve for a term of one (1) year.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the eligible votes of each class of 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 IX

DURATION

The corporation shall exist perpetually.

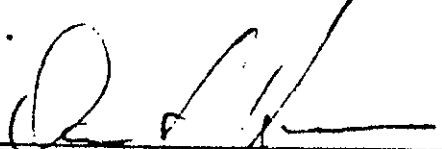
ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of a quorum of members present in person or by proxy at a meeting held for such purpose in accordance with such members' voting interests.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of the Association, have executed these Articles of Incorporation this 13 day of October, 1985.


Address: 11306 Sir Winston
San Antonio, Tx. 78216


Dan F. Parman

Address: 11306 Sir Winston
San Antonio, Tx. 78216


Clarence E. Hall, Jr.

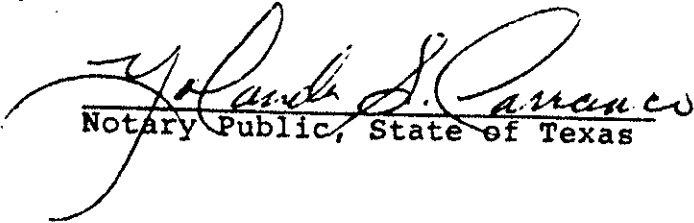
Address: 11306 Sir Winston
San Antonio, Tx. 78216


H. E. Preble

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

Before me, the undersigned Notary Public, on this the 8th day of October, 1985, personally appeared before me, Dan F. Parman, who being by me duly sworn, severally declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

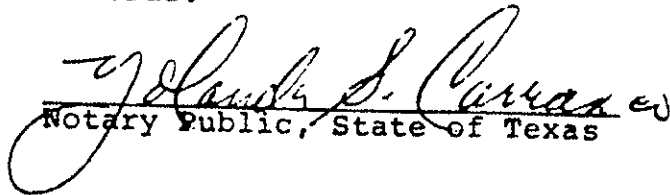
My Commission Expires:
4-9-89


Notary Public, State of Texas

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

Before me, the undersigned Notary Public, on this the 8th day of October, 1985, personally appeared before me, Clarence E. Hall, Jr., who being by me duly sworn, severally declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

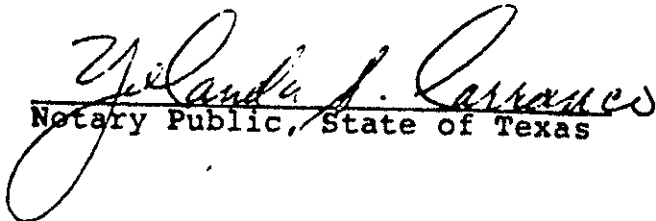
My Commission Expires:
4-9-89


Notary Public, State of Texas

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

Before me, the undersigned Notary Public, on this the 13th day of October, 1985, personally appeared before me, H. E. Preble, who being by me duly sworn, severally declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

My Commission Expires:
4-9-89


Notary Public, State of Texas

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