



The State of Texas  
Secretary of State

CERTIFICATE OF INCORPORATION  
OF

THE HEIGHTS OF CARRIAGE HILLS HOMEOWNERS ASSOCIATION, INC.  
CHARTER NUMBER 01636451

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,  
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE  
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE  
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE  
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS  
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE  
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF  
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,  
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED JULY 11, 2001

EFFECTIVE JULY 11, 2001



*Henry Cuellar*  
Henry Cuellar, Secretary of State



The State of Texas

Secretary of State

JULY 24, 2001

KICK PIERCE C/O CENTEX HOMES  
16414 SAN PEDRO, SUITE 700  
SAN ANTONIO ,TX 78232

RE:  
THE HEIGHTS OF CARRIAGE HILLS HOMEOWNERS ASSOCIATION, INC.

CHARTER NUMBER 01636451-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in black ink that reads "Henry Cuellar". The signature is written in a cursive style and is positioned above a horizontal line.

Henry Cuellar, Secretary of State

FILED  
In the Office of the  
Secretary of State of Texas

JUL 11 2001

Corporations Section

ARTICLES OF INCORPORATION

OF

THE HEIGHTS OF CARRIAGE HILLS HOMEOWNERS ASSOCIATION, INC.

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

ARTICLE I

NAME

The name of the corporation is The Heights of Carriage Hills Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II

TYPE OF CORPORATION

The Association is a non-profit corporation and has no capital stock.

ARTICLE III

DURATION

The period of duration is perpetual.

ARTICLE IV

PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to its members, and the purposes for which it is formed are to provide for preservation of the common area and common maintenance areas within that certain real property known as single family residential lots of The Heights of Carriage Hills, a subdivision in Bexar County, Texas, and any additional property that may be annexed into the Association pursuant to the Declaration (hereinafter defined), and to promote the health, safety and welfare of the residents within such properties and for these purposes the Association shall have the following powers:

(a) To pay all office and other expenses incident to the conduct of the business of the Association, including for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(b) To purchase, receive, lease 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;

(c) To borrow money, and with the assent of two-thirds (2/3) of each class of members to mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred;

(d) To engage the services of agents, independent contractors or employees to manage, operate or perform all or any part of the affairs and business of the Association; and

(e) To do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

## ARTICLE V

### MEMBERSHIP

The owners of residential Lots (as defined in the Declaration) and areas annexed thereto as described on Exhibits "A" and "C" to the recorded Declaration of Covenants, Conditions and Restrictions for The Heights of Carriage Hills ("Declaration") shall be members of the Association. Membership shall be appurtenant to and shall not be separated from ownership of any Lot. When ownership of any Lots is held by more than one person or by a legal entity which is not a natural person, all such owners shall be members of the Association, however, the voting rights of such members shall be limited to the number of votes set forth herein exercised as they among themselves shall determine.

## ARTICLE VI

### VOTING RIGHTS

The Association shall have two classes of voting membership:

a. Class A. Class A members shall be all Owners with the exception of Declarant (as defined in the Declaration) and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members, but the vote for such Lot shall be exercised as they among themselves determine, and in no event shall more than one (1) vote be cast with respect to any Lot.

b. Class B. The Class B members shall be the Declarant who shall be entitled to three (3) votes for each Lot that Declarant owns. The Class B membership shall cease and be converted to Class A membership one hundred twenty (120) days after the conveyance of the Lot which causes the total votes

outstanding in the Class A membership to equal the total votes outstanding in the Class B membership, or ten (10) years after conveyance of the first Lot to a Class A member, whichever occurs earlier

c. Suspension. All voting rights of an Owner shall be suspended during any period in which such Owner is delinquent in the payment of any assessment duly established by the Association or is otherwise in default hereunder or under the Bylaws or rules and regulations of the Association.

## ARTICLE VII

### AGENT AND OFFICES

16414 N. San Pedro Suite 700, San Antonio, Texas 78232, and Pat Bibb, at such address constitute the initial registered office and agent, respectively, of the Association. The principal office of the Association is located at 16414 San Pedro Suite 700, San Antonio, Texas 78232.

## ARTICLE VIII

### BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of no less than three (3) and not more than five (5) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to serve until the election of their successors are:

Damon Lyles	16414 San Pedro Suite 700 San Antonio, Texas 78232
Pat Bibb	16414 San Pedro Suite 700 San Antonio, Texas 78232
Steve Hamilton	16414 San Pedro Suite 700 San Antonio, Texas 78232

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, two (2) directors for a term of two (2) years, and two (2) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect the director(s) for a term of three (3) years to fill each expiring term.

## ARTICLE IX

### MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the voting membership.

## ARTICLE X

### AUTHORITY TO MORTGAGE

After same has been conveyed to the Association, any mortgage by the Association of the common area shall have the assent of two-thirds (2/3) of the entire membership.

## ARTICLE XI

### AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the common area (after same has been conveyed to it) to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer may be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the entire membership agreeing to such dedication, sale or transfer.

## ARTICLE XII

### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire membership. Upon dissolution of the Association, the assets both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

## ARTICLE XIII

### MEETINGS FOR ACTIONS GOVERNED BY ARTICLES IX THROUGH XII

In order to take actions under Articles IX through XII, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than ten (10) days nor more than fifty (50) days in advance of the meeting. The presence of members or of proxies entitled to cast

two-thirds (2/3) of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half (1/2) of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

#### ARTICLE XIV

#### AMENDMENTS

Amendments of these Articles shall require the assent of three-quarters (3/4) of the entire membership.

#### ARTICLE XV

#### CONFLICTS

In the event of a conflict between these Articles of Incorporation and the Declaration, the Declaration shall control. In the event of a conflict between these Articles of Incorporation and the Bylaws, these Articles of Incorporation shall control.

#### ARTICLE XVI

#### INCORPORATOR

The name and address of the incorporator is:

Pat Bibb  
16414 San Pedro Suite 700  
San Antonio, Texas 78232

#### ARTICLE XVII

#### FHA/VA APPROVAL

As long as there is Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, conveyance of Common Area, dissolution and amendment of these Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 2<sup>nd</sup> day of July, 2001.

  
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Pat Bibb

THE STATE OF TEXAS

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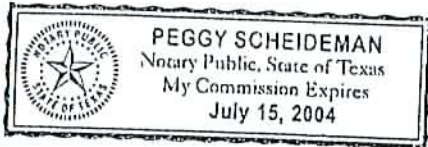
COUNTY OF BEXAR

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I, the undersigned authority, do hereby certify that on this 2<sup>nd</sup> day of July, 2001, personally appeared before me Pat Bibb, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

SEAL



Peggy Scheideman  
Notary Public  
The State of Texas

Peggy Scheideman  
Notary Printed Name:  
Commission Expires: 7-15-2004