

FILED
In the Office of the
Secretary of State of Texas
MAY 31 2005
Corporations Section

ARTICLES OF INCORPORATION
OF
VW HOMEOWNERS ASSOCIATION, INC.

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator of a 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 VW Homeowners Association, Inc , hereinafter sometimes referred to as "corporation" or "Association"

Article II.

The corporation is a non-profit corporation

Article III

The period of its duration is perpetual.

Article IV.

The corporation shall have all power allowed by the law of Texas to be exercised by non-profit corporations, including the power and responsibility to maintain and administer the common area of Enclave in the Woods Subdivision and any additional properties which may come within the jurisdiction of the Association, to administer and enforce any covenants and restrictions filed of record in the Real Property Records of Bexar County, Texas; to collect and disburse the assessments and charges thereof, and to similarly deal with all additional properties which may come within the jurisdiction of the Association by annexation or otherwise, and all other property, real, personal and mixed which the Association may acquire

Article V

The street address of the initial registered office of the corporation is 607 E Sonterra Blvd., Suite 108, San Antonio, Texas 78258, and the name of its initial registered agent at such address is Mr David Ray Wright

Exhibit "A"

Article VI.

The corporation shall have one or more classes of members as provided in the bylaws of the corporation. The affairs of the Association shall be managed by a board of directors consisting of three (3) initial members. The number of directors may be increased as provided in the bylaws of the corporation. The qualifications, manner of selection, duties, terms and other matters relating to the board of directors shall be provided in the bylaws. The initial directors of the corporation are as follows:

Name David Ray Wright
Address 607 E. Sonterra Blvd , Suite 108
 San Antonio TX 78258

Name John Damrich
Address 607 E Sonterra Blvd., Suite 108
 San Antonio TX 78258

Name Terry Jermolajevs
Address 607 E. Sonterra Blvd., Suite 108
 San Antonio TX 78258

Article VII.

Every person or entity who is a record owner of a fee or undivided interest in any residential lot which is subject to the jurisdiction of and to assessment by the Association shall be a member of the Association, provided, however, that any person or entity holding an interest in any such unit lot merely as a mortgagee shall not be a member.

Article VIII

The Association may enter into one or more maintenance agreements, shared facilities agreements, or other contracts or agreements to cost share any construction, maintenance, or service which the board of directors of the Association determines beneficial to the Association, to permit non-member access to common facilities of the Association, to create limited membership privileges, or for such other purposes as the board of directors determines beneficial for the Association.

Article IX

A director is not liable to the corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas

Article X

The corporation may indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the corporation as provided by the provisions in the Act governing indemnification.

Article XI

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time

Article XII.

The name and street address of the incorporator is

Ronald W Hagauer
745 E. Mulberry, Suite 850
San Antonio TX 78212

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation on the 27th day of May, 2005

Ronald W Hagauer

Ronald W. Hagauer

Any provision herein which restricts the sale, or use of the described real property because of race is invalid and unenforceable under Federal law STATE OF TEXAS, COUNTY OF BEXAR I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me and was duly RECORDED in the Official Public Records of Real Property of Bexar County, Texas on:

MAY 25 2007



Gerry Rickhoff
COUNTY CLERK BEXAR COUNTY, TEXAS

Doc# 20070120261 Fees: \$28.00
05/25/2007 9:47AM # Pages 4
Filed & Recorded in the Official Public
Records of BEXAR COUNTY
GERRY RICKHOFF COUNTY CLERK

**BYLAWS
OF
VW HOMEOWNERS ASSOCIATION, INC.**

Article I.
Name And Location

The name of the corporation is VW Homeowners Association, Inc. The principal office of the corporation shall be located at 607 E. Sonterra Blvd., Suite 108, San Antonio, Texas 78258, but meetings of members and directors may be held at such places within the State of Texas, County of Bexar, as may be designated by the Board of Directors.

Article II.
Definitions

“Articles of Incorporation” shall mean and refer to the Articles of Incorporation of the Association.

“Association” shall mean and refer to VW Homeowners Association, Inc., its successors and assigns as provided herein.

“Board of Directors” or “Board” shall mean and refer to the board of directors of the Association as provided herein.

“Common Area” shall mean and refer to any real property acquired by or leased to the Association if such property is designated as “Common Area” in the instrument transferring such property.

“Declarant” shall mean and refer to RH of Texas Limited Partnership, a Maryland limited partnership, and its successors and assigns.

“Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of Enclave in the Woods Subdivision and include the same as it may, from time to time, be amended, supplemented and additional properties added, subject to and in accordance with the terms thereof.

“Lot” shall mean and refer to a designated parcel, tract, or area of land established by plat, subdivision, or as otherwise permitted by law, to be used, developed, or built upon.

“Member” or “Members” shall mean and refer to all those Owners who are members of the Association.

“Owner” or “Owners” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or portion of a Lot but excluding those having an interest merely as security for the performance of an obligation.

Article III.
Membership And Voting Rights

Section 1. Membership. Each Owner shall be a Member of VW Homeowners Association, Inc.

Section 2. Allocation of Voting Rights. The Association shall have two classes of voting membership:

a. The Class A Member shall be all those Owners as defined in Section 1 above, with the exception of the Declarant. Class A Members shall be entitled to one vote for each Lot he owns.

b. The Class B Member shall be the Declarant. The Class B Member shall be entitled to four votes for each Lot it owns, provided that the Class B membership shall cease and become converted to Class A membership on the happening of the following events, whichever occurs earlier:

(1) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(2) on January 1, 2007.

From and after the happening of these events, whichever occurs earlier, the Class B Member shall be deemed to be a Class A Member entitled to one vote for each Lot it owns, subject to the following rights of Declarant.

Pursuant to Section 1.2.2 of the Declaration, additional land may be annexed into the subdivision and upon every annexation of such additional land, the Association shall, even if Class B membership has theretofore ceased pursuant to this Section, automatically have two

classes of voting membership:

A. Class A Members shall be all the Owners as defined in Section 1 above, with the exception of Declarant. Class A Members shall be entitled to one vote for each Lot the Member owns.

B. Class B Members shall be the Declarant. The Class B Member shall be entitled to six votes for each Lot it owns (including each Lot owned prior to the annexation of additional land), provided that the Class B membership shall cease and become converted to Class A membership on the happening of the following events, whichever occurs earlier:

(1) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(2) on January 1, 2013.

From and after the happening of these events, which ever occurs earlier, the Class B Member shall be deemed to be a Class A Member entitled to one vote for each Lot it owns.

Section 3. Member Rights in Association. No Member shall have any direct interest in the funds and assets of the Association, but shall have only a membership interest therein which shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to the Owner's interest in his Lot. Membership in the Association shall be mandatory.

Article IV. Meeting Of Members

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within two (2) years from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on a date and time determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4th) of all of the votes of the Class A

membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before and not more than fifty (50) days in advance of such meeting, to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10th) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 6. Actions. When a quorum is present at a meeting, the vote of a majority, present in person or represented by proxy, shall decide any question brought before the meeting except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws.

Article V. Board Of Directors

Section 1. Number. The affairs of the Association shall be managed by a board of directors consisting of three (3) directors, who need not be Members of the Association. The number of directors may be increased to five (5) directors as provided in Article XII, Section 1.

Section 2. Term of Office. At the first annual meeting the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1)

director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one (1) director for a term of three (3) years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Article VI. Nomination And Election Of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by the Board of Directors and from the floor at the annual meeting. Such nominations may be made from among Members or non-Members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Article VII. Meetings Of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held not less than quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president or by any two directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a

quorum for the transaction of business.

Section 4. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 5. Actions. When a quorum is present at a meeting, the vote of a majority, present in person or represented by proxy, shall decide any question brought before the meeting except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws.

Article VIII.

Powers And Duties Of The Board Of Directors

Section 1. Powers. The Board of Directors shall have the power to:

a. adopt and publish rules and regulations governing the use of the Common Area and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

b. suspend the voting rights and right to use the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

c. exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

d. declare the office of a member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

e. employ a manager, an independent contractor, or such other employee as the Board deems necessary, and to prescribe their duties including check writing duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

a. cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4th) of the Class A Members who are entitled to vote;

b. supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

c. as more fully provided in the Declaration, fix the amount of the annual assessments to every Owner, send written notice of each assessment to every Owner, and foreclose the lien against any Lot for which assessments are not paid or take other appropriate action;

d. issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

e. procure and maintain adequate liability and hazard insurance on the Common Area and other property owned by the Association;

f. cause all officers or employees having fiscal responsibilities to be bonded, as the Board may deem appropriate; and

g. cause the Common Area and any other property owned by the Association to be maintained.

Article IX.

Officers And Their Duties

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

a. The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.

Vice-President

b. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as

may be required of him by the Board.

Secretary

c. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

d. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall keep proper books of account.

Article X. Committees

Section 1. Committees. The Association shall appoint an Architectural Control Committee as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

Article XI. Assessments

Section 1. Assessments. As more fully provided in the Declaration, each Member is obligated to pay the Association annual, special and individual assessments which are more particularly set out in the Declaration and secured by a continuing lien upon the Lot against which the assessment is made. No Owner may waiver or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

Article XII. Amendments

Section 1. Amendment. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control. All of the provisions of the Declaration are hereby incorporated by reference for all purposes into these Bylaws. The provisions in the Declaration that have been incorporated by reference shall not be amended except as provided in the Declaration.


Article XIII.
Miscellaneous

Section 1. Inspection. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

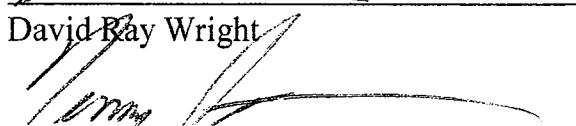
Section 2. Corporate Seal. The Association shall have a seal in circular form having within its circumference the words VW Homeowners Association, Inc.

Section 3. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

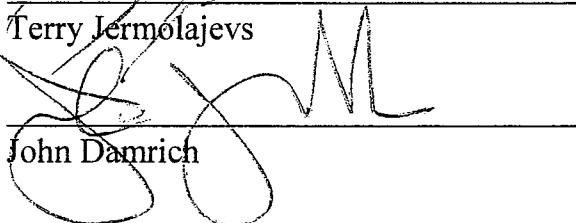
In Witness Whereof, we, being all of the directors of VW Homeowners Association, Inc. have executed these Bylaws effective the 31st day of May, 2005.



David Ray Wright



Terry Jermolajevs



John Damrich

RESIDENTIAL DESIGN GUIDELINES FOR ENCLAVE IN THE WOODS SUBDIVISION

The Architectural Control Committee (ACC) has been established to meet the objectives of the Declarations of Covenants, Conditions and Restrictions of Enclave in the Woods Subdivision. It is the intent of the ACC to encourage the construction of homes of good architectural design, quality and size which will enhance the livability for all residents of Enclave in the Woods Subdivision.

In determining whether an improvement to a lot should be approved, the ACC may take into consideration factors deemed to be appropriate by the ACC. Such factors may include, without limitation, the following:

1. The Declaration;
2. The quality of the building materials or improvements;
3. The harmony of external design of such building or improvement with existing or proposed buildings or improvements and with a design or otherwise character or aesthetics of the subdivision;
4. The location of such building or improvement upon the lot;
5. The compliance with laws, ordinances, rules and regulations of any county, state, municipal or other governmental authority.

The ACC shall approve or disapprove the plans in accordance with the following procedures:

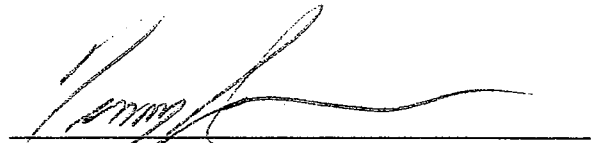
1. Two complete sets of the following plans shall be delivered to the chairman of the ACC at the address set forth below:
 - a. Site improvements/grading plans (the plan must show change from existing site plan and any clearing and designated easements);
 - b. Foundation plan;
 - c. Floor plan;
 - d. Exterior building elevations; and

- e. Fence detail and plan.
2. If the plans and original contractor are approved by the ACC, a letter of approval, including a description of qualifications or required modifications, if any, will be prepared for the counter signature of the owners. Such approval shall be dated and shall not be effective for construction commenced more than six months after such approval. If construction does not commence within six months from such approval, owner shall not begin construction of any building or improvement of any kind unless the corresponding plans and original contractor have been resubmitted and reapproved by the ACC.
 3. If the plans are disapproved by the ACC, one set of such plans shall be returned marked "Disapproved". Disapproved plans shall be accompanied by reasons of disapproval and corrections required for approval.
 4. If the ACC fails to indicate its approval within thirty days after receipt of plans, it will be deemed that the ACC has approved such plans or original contractor.
 5. The ACC has reviewed the plans of RH of Texas Limited Partnership, a Maryland limited partnership, approves such plans and hereby exempts RH of Texas Limited Partnership, a Maryland limited partnership from complying with items 1 through 4 above.
 6. At a minimum all new home construction must comply with the following design requirements:
 - Sidewalks: The sidewalks shall be constructed in accordance with the requirements prescribed by the City of San Antonio. Sidewalks must match the contiguous lot at the property line.
 - House
 - Numbering: House numbers identifying the address of each house must be easily read from the street at night. Size, color and material of the numbers must be compatible with the design and color of the house.
 - Solar
 - Collectors: No solar collector shall be installed unless such installation shall

be in harmony with the design of the residence. Solar collectors shall be installed in a location not visible from the public street in front of the residence or on the side of the residence.

Waivers: The ACC shall have the right to waive any requirements which in their sole opinion will enhance the nature and character in the subdivision.

Effective the 31st day of May, 2005.


By: Terry Jermolajevs
Chairman of the ACC
607 E. Sonterra Blvd., Suite 108
San Antonio TX 78258

Any provision herein which restricts the sale, or use of the described real property because of race is invalid and unenforceable under Federal law
STATE OF TEXAS, COUNTY OF BEXAR
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me and was duly RECORDED in the Official Public Record of Real Property of Bexar County, Texas on:

DEC 15 2006




COUNTY CLERK BEXAR COUNTY, TEXAS

Doc# 20060302555 Fees: \$68.00
12/15/2006 11:32AM # Pages 14
Filed & Recorded in the Official Public
Records of BEXAR COUNTY
GERRY RICKHOFF COUNTY CLERK

SCANNED



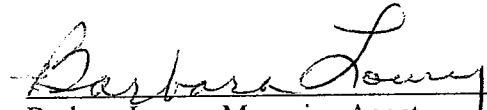
9/2

**CERTIFICATE OF SECRETARY
OF
VW HOMEOWNERS ASSOCIATION, INC.
(Bexar County)**

The undersigned, Barbara Lowry, hereby certifies that she is the acting Managing Agent of the V W Homeowners Association, Inc., a Texas non-profit corporation; that, as such, she is the keeper of the records and minutes of the proceedings of the Association, which is duly organized and existing under the laws of the State of Texas. The undersigned hereby further certifies as follows:

Attached hereto in accordance with the provisions of applicable laws are true and complete copies of the Bylaws of the V W Homeowners Association, Inc. (Exhibit "A"), as well as the Residential Design Guidelines for Enclave in the Woods Subdivision, (Exhibit "B"), which have not been amended, modified or rescinded, except as attached hereto and are in full force and effect on the date hereof.

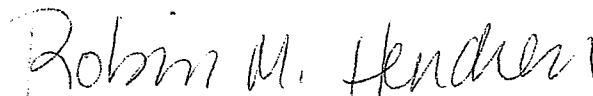
IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of December, 2006.


Barbara Lowry, Managing Agent

ACKNOWLEDGMENT

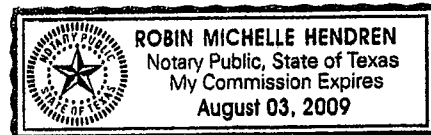
**STATE OF TEXAS
COUNTY OF BEXAR**

This instrument was acknowledged before me on the 15th day of December, 2006 by Barbara Lowry, Managing Agent of the V W Homeowners Association, Inc., a Texas non-profit corporation, on its behalf, who stated before me that the foregoing was true and correct to the best of her knowledge and belief.


Notary Public, State of Texas

AFTER RECORDING, RETURN THIS INSTRUMENT TO:

Association Management Services
1600 NE Loop 410, Suite 202
San Antonio, Texas 78209



FILED
In the Office of the
Secretary of State of Texas
MAY 31 2005
Corporations Section

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VW HOMEOWNERS ASSOCIATION, INC.

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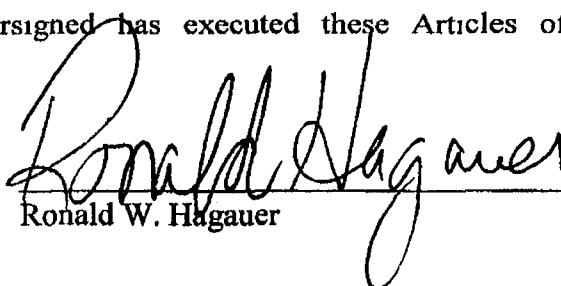
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Article XII.

The name and street address of the incorporator is

Ronald W Hagauer
745 E. Mulberry, Suite 850
San Antonio TX 78212

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation on the 27th day of May, 2005


Ronald W. Hagauer