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ARTICLES OF INCORPORATION  
OF  
GEORGETOWN ON HILLCREST HOMEOWNERS ASSOCIATION, INC.  
(A Texas Non-Profit Corporation)  
Dallas County, Texas

ARTICLES OF INCORPORATION

OF

GEORGETOWN ON HILLCREST HOMEOWNERS ASSOCIATION, INC.

(A Texas Non-Profit Corporation)

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation (hereinafter called the "Corporation") under the Texas Non-Profit Corporation Act (hereinafter called the "Act") do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation is GEORGETOWN ON HILLCREST HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of the duration of the Corporation is perpetual.

ARTICLE IV

PURPOSES AND POWERS

1. The Corporation does not contemplate pecuniary gain or profit to the Members thereof, and its specific and primary purpose is to provide for the preservation and maintenance of a Condominium Project, as provided in the Condominium Declaration of GEORGETOWN ON HILLCREST CONDOMINIUMS (hereinafter referred to as the "Declaration"), located in Dallas County, Texas.

2. The general purposes and powers are:

a. To promote the common good, health, safety and general welfare of the residents within the Property;

b. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation arising

from the Declaration applicable to the Property, as amended from time to time, and recorded or to be recorded in the Condominium Records in the Office of the County Clerk of Dallas County, Texas, the Declaration being incorporated herein by reference for all purposes;

c. To enforce applicable provisions of the Declaration, By-Laws, any rules and regulations of the Corporation and any other instrument for the management and control of the Property;

d. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to contract for and pay all expenses in connection with the maintenance, gardening, utilities, materials, supplies and services relating to the Common Elements (as defined in the Declaration) and facilities; to employ personnel reasonably necessary for administration and control of the Common Elements, including lawyers and accountants where appropriate; and to pay all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes and special assessments which are or would become a lien on any portion of the Property;

e. To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which the Corporation under the Act may now or hereafter have or exercise;

f. To acquire (by purchase, grant or otherwise), annex and merge, 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 Corporation;

g. To borrow money, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred in accordance with the Declaration limitations; and

h. To act in the capacity of principal, agent, joint venturer, partner or otherwise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and the purposes and powers in each clause

shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

#### ARTICLE V

##### REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 4887 Alpha, #285, Dallas, Texas, 75234, and the name of its initial registered agent at such address is Patrick Esser.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons are:

<u>NAME</u>	<u>ADDRESS</u>
Gordon Browning	4887 Alpha, #285 Dallas, Texas 75234
Nick Mehl	4887 Alpha, #285 Dallas, Texas 75234
Patrick Esser	4887 Alpha, #285 Dallas, Texas 75234

At the first (1st) annual meeting of the Members of the Association, or any annual meeting thereafter, or special meeting of the Association called for that purpose, the number of Directors may be increased to seven (7).

#### ARTICLE VII

##### INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Gordon Browning	4887 Alpha, #285 Dallas, Texas 75234
Nick Mehl	4887 Alpha, #285 Dallas, Texas 75234
Patrick Esser	4887 Alpha, #285 Dallas, Texas 75234

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ARTICLE VIII

MEMBERSHIP


The authorized number of and qualifications for membership in the Corporation along with the appurtenant voting rights and other privileges due Unit Owners in the Condominium Project shall be as set out in the Declaration. Every person or entity who is a record Owner of a fee or undivided fee interest in any Unit which is subject to the Declaration, including contract sellers, shall be a Member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment by the Corporation.

ARTICLE IX

DISSOLUTION

The Corporation may be dissolved in accordance with the limitations set out in the Declaration. The Corporation is one which does not contemplate pecuniary gain or profit to the Members thereof, and it is organized solely for non-profit purposes. In the event of liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, the Directors shall dispose of the Property and assets of the Corporation in such manner as they, in the exercise of their discretion (as set out in the Declaration), deem appropriate; provided, however, that such disposition shall be exclusively in the furtherance of the object and purposes for which the Corporation is formed, and shall not accrue to the benefit of any Director of the Corporation or any individual having a personal or private interest in the affairs of the Corporation or any organization which engages in any activity in which the Corporation is precluded from engaging.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of November, A.D., 1984.

  
Gordon Browning

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Nick Mehl  
Nick Mehl

Patrick Esser  
Patrick Esser

THE STATE OF TEXAS §

COUNTY OF DALLAS §

I, the undersigned authority, a Notary Public in and for said County and State, do hereby certify that on this 16<sup>th</sup> day of November, A.D., 1984, personally appeared before me Gordon Browning, Nick Mehl and Patrick Esser, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as Incorporators, and that the statements therein contained are true.

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

Nancy Davis  
Notary Public in and for  
The State of Texas  
My Commission Expires: 6-8-85

RETURN TO:  
DALLAS TITLE COMPANY  
5520 LBJ, SUITE 201  
DALLAS, TEXAS 75240

STATE OF TEXAS COUNTY OF DALLAS  
I hereby certify that this instrument was filed on the  
date and time stamped hereon by me and was duly re-  
corded in the volume and page of the named records  
at Dallas County, Texas as stipulated hereon by me.

DEC 4 1984



*Earl Bullock*  
COUNTY CLERK, Dallas County, Texas

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