

FILED
In the Office of the
Secretary of State of Texas

APR 14 1992

ARTICLES OF INCORPORATION
OF
WELLS BRANCH NEIGHBORHOOD ASSOCIATION, INC. Corporations Section

In compliance with the requirements of the Texas Non-Profit Corporation Act, the undersigned, all of whom are citizens of the State of Texas and all of whom are above the age of twenty-one (21) years, have this day voluntarily associated themselves together for the purposes of forming a non-profit corporation and do hereby certify:

ARTICLE I

The name of the corporation is WELLS BRANCH NEIGHBORHOOD ASSOCIATION , INC., hereinafter called the "Association".

ARTICLE II

The initial registered office of the Association is located at Travis County, Texas, and Donna Walters whose address is 2609 Water Well Ln. is hereby appointed the initial registered agent of this Association.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association is a non-profit corporation, and the specific purposes for which it is formed are to encourage orderly community development and growth, combat community deterioration, monitor compliance with the restrictive covenants, and improve the quality of life in that area designated as Wells Branch.

In furtherance of said purposes, this Association shall have the power to:

A. exercise all the powers and privileges and perform all the duties and obligations of the Association as set forth in those certain Declarations of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the various Phases and Sections of the Wells Branch Subdivision and recorded or to be recorded in the Deed Records of of Travis County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth verbatim;

B. collect dues, pay all approved expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or government charges levied or imposed against the property of the Association;

C. participate in mergers and consolidations with other non-profit corporations organized for similar purposes provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members eligible to vote;

D. participate in fund raising activities, and dedication of monies to any organization to serve all the residents of the community served by the Association;

E. have and to 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.

F. 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 personal property in connection with the affairs of the Association;

G. dedicate, sell or transfer all or any part of its personal property to any public agent, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been approved by two-thirds (2/3) of the members eligible to vote, agreeing to such dedication, sale or transfer.

H. Recognize achievement and contribution to the neighborhood

I. Will maintain working relationship with the Wells Branch Association to pursue issues of import to both.

ARTICLE V

VOTING RIGHTS AND MEMBERSHIP

The Association shall have the following voting membership. The payment of annual dues is required to acquire voting privileges. Dues must be paid prior to the "Call to order" of a regular or special meeting.

All members shall be all owners of residential lots or residents in the Wells Branch Subdivision provided that such lots or dwelling units are in compliance with the Architectural Controls as set forth in the Declaration. Members shall be entitled to one (1) vote. When more than one person holds an interest in any lot or resides in any dwelling unit, all such persons shall be members, and the votes for such Lot shall be exercised as they among themselves determine; provided, however, that in no event shall more than two votes be cast with respect to any lot or dwelling unit.

ARTICLE VI

The name and street address of the initial Board of Directors are:

Donna Walters	2609 Water Well Ln Austin, Tx. 78728
Clifford Jones	2303 Big Hollow Dr Austin, Tx. 78728
Linda Dany	14802 Great Willow Dr Austin, Tx. 78728

Carl Tillerson

2142 Surrender Ave
Austin, Tx. 78728

Mike Howe

14816 Alpha Collier Dr
Austin, Tx. 78728

Mark Shirvan

2209 Klattenhoff Dr
Austin, Tx. 78728

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association will be managed by a Board of six (6) Directors, who must be members of the Association with valid voting rights, at the time of their election. They will serve as the officers of the Association. The number of Directors may be changed by amendment of the By-laws of the Association. The officers shall be President, Vice President, Secretary, Treasurer, Editor, Community Liason.

ARTICLE VIII

DISSOLUTION

The Association shall be dissolved with the affirmative vote of not less than two-thirds (2/3) of all the members eligible to vote. Upon dissolution of the Association, other than incident to a merger or consolidation and after all liabilities and obligations of the association are paid, satisfied and discharged then, the assets of the Association shall be dedicated to all PTAs/PTOs within the borders of the Wells Branch neighborhood for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets may be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE IX

AMENDMENTS

In order to ammend the Articles of Incorporation, written notice must be presented to the entire membership at least 1 week prior to a meeting. Notice shall include written notice published in the newsletter or hand delivered letter or posted notice. Changes to the Articles can be ma by vote or written consent of 75% of the registered membership.

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 this Association, have executed these Articles of Incorporation this the _____ th day of _____ 1992.

The registered office is 2609 Water Well Ln. Austin, TX 78728.

Donna Walters 2609 Waterwell Ln, Austin, and
Linda Dany 14802 Great Willow Austin, and
Mike Howe 14816 Alpha Collier, Austin are the registered agent is Donna walters.

Signed: Donna B. Walters (Donna B. Walters)
Signed: Linda R. Dany (Linda R. Dany)
Signed: Mike Howe (Mike Howe)
Signed: _____
Signed: _____
Signed: _____

STATE OF TEXAS
COUNTY OF TRAVIS

BEFORE ME, the undersigned authority, on this day appeared the above signed, and being by me first duly sworn, declared that the statements contained herein are true and correct.

GIVEN UNDER my hand and seal of office, this the 26 th day of March 1992.

Virginia Stanley
Notary Public in and for
the State of Texas

Virginia Stanley
Printed or stamped name

of Notary

My commission expires:
5-3-93