

ARTICLES OF INCORPORATION
OF THE
VILLAGES OF WESTCREEK OWNERS' ASSOCIATION, INC.

The undersigned natural persons of whom each are citizens of the State of Texas and of the age of eighteen years or more, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, hereby adopt the following Articles of Incorporation for the corporation.

I.

NAME

The name of the corporation is: *Villages of Westcreek Owners' Association, Inc.*, hereinafter referred to as "Association".

II.

NON-PROFIT STATUS

The corporation is a non-profit corporation.

III.

DURATION

The period of its duration is perpetual.

IV.

PURPOSES

The purpose or purposes for which the corporation is organized are:

(1) The primary purposes are:

- (a) to provide the organization responsible for the management, maintenance, preservation, and administration of the common areas of that certain residential subdivision known as the Villages of Westcreek, located in Bexar County, Texas;
- (b) to administer and enforce the covenants and restrictions;
- (c) to levy, collect and disburse the assessments and charges; and

- (d) generally administer the association; all in accordance with, as referred to, and in furtherance of the provisions contained in the Villages of Westcreek Declaration of Covenants, Conditions and Restrictions ("Declaration") recorded in Volume 3921, Page 1961, of the Official Public Records of Real Property of Bexar County, Texas.

(2) The general purposes and powers are the following:

- (a) to acquire, construct, manage, maintain and care for property held by the Association for the benefit of its members;
- (b) to promote the health, safety, and welfare of the members of the Association; and
- (c) to exercise the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and By-Laws as amended from time to time.

The foregoing statement of purposes 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. Notwithstanding the foregoing, the Association shall not engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

V.

REGISTERED AGENT

The street address of the initial registered office of the corporation is 8118 Datapoint Drive, San Antonio, Texas 78229-3268, and the name of its registered agent is Christopher J. Weber.

VI.

MEMBERSHIP

Each Owner (whether one or more persons or entities) of a Lot (as defined in the Declaration) shall, by virtue of becoming such an owner, automatically become a member of the Association and shall remain a member thereof until such ownership ceases for any reason, at which time membership in the Association shall cease. Membership in the Association shall be appurtenant to, shall automatically follow, and may not be separated from the legal ownership of each Lot within the subdivision. It shall not be necessary that any instrument provide for transfer of membership in the Association, and no certificate of membership will be issued.

VII.

VOTING RIGHTS

Members shall be entitled to one (1) vote for each single-family residential Lot owned in the subdivision. Members owning lots upon which no single family residence has been constructed, or upon which other types of improvements have been constructed shall be entitled to one (1) vote for each 1/5th acre (or fraction thereof) owned in the subdivision.

The membership rights (including but not limited to use of facilities and/or voting rights) of any member may be suspended by action of the Board of Directors of the Association during such time as the member shall have failed to pay any assessment or charge lawfully imposed upon him or any property owned by him, or during such time as the member shall allow a condition to exist on his property which is in violation of the covenants, restrictions, and/or conditions of record applicable to the real property within the Villages of Westcreek. Membership rights (including but not limited to use of facilities and/or voting rights) of any member may be suspended for a period not to exceed ninety (90) days by action of the Board of Directors, if the member or the member's family, tenants, or guests shall have violated any rule or regulation of the Board of Directors.

VIII.

BOARD OF DIRECTORS

The Association shall be governed by a Board of Directors. The initial Board of Directors of the Association shall consist of no fewer than three (3) and no more than five (5) members who shall hold office until the election of their successors for the term stated in the By-Laws of the Association. Thereafter, the number of Directors shall be fixed at five (5) members. The name and address of each person who is to serve as Director until the first Annual Meeting of the Association is:

<u>Name</u>	<u>Address</u>
HARRY GLIDDEN	1903 Chippington San Antonio, Texas 78253
DUANE LARKIN	1807 Saxon Hill Drive San Antonio, Texas 78253
JAMES T. MORGAN	11818 James Vinson San Antonio, Texas 78253.
CHARLES C. TRENT	11658 Foxford Drive San Antonio, Texas 78253

Except as herein otherwise specified, the decision of the majority of the Directors currently serving as such shall be required and shall be sufficient to authorize any action on behalf of the Association (except those requiring the vote of members as set forth in the Declaration of Covenants, Conditions and Restrictions). Each Director shall be entitled to one vote on every matter presented to the Board of Directors.

IX.

OFFICERS

The Board of Directors shall elect or appoint a President, Vice President, Secretary, Treasurer, and such other officers as it from time to time may deem necessary and appropriate for the purpose of carrying out the daily affairs and purposes of the Association. The duties of the officers shall be prescribed by the By-Laws of the Association.

X.

BY-LAWS

The initial By-Laws of the Association shall be adopted by the Board of Directors. Thereafter, any amendment, alteration, or modification of the By-Laws of the Association shall be exclusively limited to the act of the members, in accordance with the provisions for amendment, alteration, or modification of said By-Laws as contained therein.

XI.

DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of each class of members.

Upon dissolution or other termination of the Association, no part of the property of the Association, nor any of the proceeds thereof shall be distributed to the members of the Association as such, but all such property shall, subject to the discharge of valid obligations of the Association, be distributed as directed by the members of the Association to the governing body of any other entity which shall have been organized not for profit and operated exclusively for the benefit of the legal and equitable property owners of Villages of Westcreek.

XII.

AMENDMENTS

Amendments of these Articles shall require the assent of a majority of the members in attendance at a meeting called for such purpose, in accordance with the notice provisions as contained in the corporate By-Laws.

XIII.
INCORPORATION

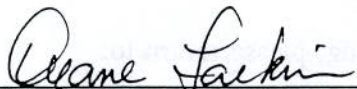
The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
HARRY R. GLIDDEN	1903 Chippington San Antonio, Texas 78253
DUANE LARKIN	1807 Saxon Hill Drive San Antonio, Texas 78253
JAMES T. MORGAN	11818 James Vinson San Antonio, Texas 78253
CHARLES C. TRENT	11658 Foxford Drive San Antonio, Texas 78253

In witness whereof, we have hereunto set our hands this 10th day of February, 1994.



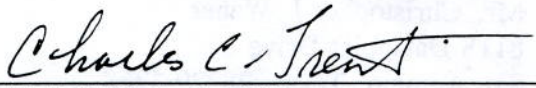
HARRY R. GLIDDEN



DUANE LARKIN



JAMES T. MORGAN

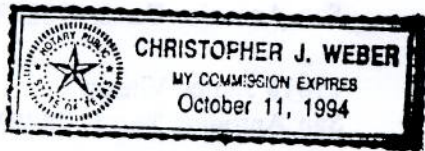


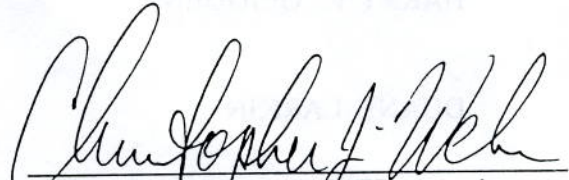
CHARLES C. TRENT

STATE OF TEXAS §

COUNTY OF BEXAR §

I, the undersigned, a Notary Public, do hereby certify that on this 10th day of February, 1994, personally appeared HARRY GLIDDEN, DUANE LARKIN, JAMES T. MORGAN, and CHARLES C. TRENT, who being first duly sworn, declared to me that they are the persons who signed the foregoing instrument as incorporators, and that the statements contained therein are true and correct.




CHRISTOPHER J. WEBER
Notary Public, State of Texas

My Commission Expires:

October 11, 1994

After recording, please return to:

Weber, Kleister & Associates, P.C.
Mr. Christopher J. Weber
8118 Datapoint Drive
San Antonio, Texas 78229-3268