



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION OF

NORTH SHOAL CREEK NEIGHBORHOOD ASSOCIATION
CHARTER NUMBER 01504017

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.

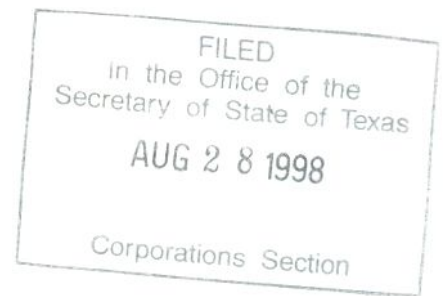
DATED AUG. 28, 1998

EFFECTIVE AUG. 28, 1998



A handwritten signature in black ink, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State



**ARTICLES OF INCORPORATION
OF**

NORTH SHOAL CREEK NEIGHBORHOOD ASSOCIATION

The undersigned natural person of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE
NAME**

The name of the corporation is North Shoal Creek Neighborhood Association hereinafter called the "Association".

**ARTICLE TWO
NONPROFIT CORPORATION**

The Association is a nonprofit corporation

**ARTICLE THREE
DURATION**

The Association shall exist perpetually.

**ARTICLE FOUR
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is organized in accordance with, and shall operate for nonprofit purposes pursuant to the Texas Nonprofit Corporation Act, and does not contemplate pecuniary gain or profit to its members. The Association is formed for the sole purpose of exercising all of the powers and privileges, and performing all of the duties, obligations, and purposes of the Association which are promoting and protecting the quality of life, safety, residential characteristics and property values of the neighborhood(s) within the territorial boundaries specified in the Bylaws primarily, and all neighborhoods generally.

**ARTICLE FIVE
REGISTERED OFFICE; REGISTERED AGENT**

The street address of its initial registered office of the Association is 8711 Melshire

Dr., Austin, Texas 78757. The name of its initial registered agent at such address is Dallas Maham.

ARTICLE SIX MEMBERSHIP

The membership in the Association shall be determined as set out in the Bylaws of the Association.

ARTICLE SEVEN VOTING RIGHTS

Voting rights of the members of the Association shall be determined as set forth in the Bylaws of the Association.

ARTICLE EIGHT INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Dallas Maham	8711 Melshire Drive Austin, Texas 78757

ARTICLE NINE BOARD OF DIRECTORS

The affairs of the Association shall be managed by an initial Board of Directors consisting of eleven (11) individuals, who must be members of the Association. The Board shall fulfill all of the functions of, and possess all powers granted to, Boards of Directors of non-profit corporations pursuant to the Texas Nonprofit Corporation Act. The number of Directors of the Association may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of initial Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Dallas Maham	8711 Melshire Drive Austin, Texas 78757
Chuck Crane	8717 Primrose Lane Austin, Texas 78757

Steven Weintraub	8709 Stillwood Lane Austin, Texas 78757
Phyllis Milstead	8705 Stillwood Lane Austin, Texas 78757
Margo Courreges	8610 Melshire Drive Austin, Texas 78757
Montie Simpson	8410 Millway Drive Austin, Texas 78757
Dora Hall	8612 Stillwood Lane Austin, Texas 78757
Margaret Flaniken	8600 Stillwood Lane Austin, Texas 7857
Felicia Morrison	8014-A Pinedale Cove Austin, Texas 78757
Claire Palitza	8310 Daleview Drive Austin, Texas 78757
Donna Eagar	8002 Parkdale Drive Austin, Texas 78757

All of the powers and prerogatives of the Association shall be exercised by the initial Board of Directors named above until the first annual meeting of the Association or until their successors are elected and qualified.

ARTICLE TEN LIMITATION OF DIRECTOR LIABILITY

A director of the Association shall not be personally liable to the Association for monetary damages for any act or omission in his capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Association existing at the time of the repeal or modification.

ARTICLE ELEVEN INDEMNIFICATION

Each person who acts as a director or officer of the Association shall be indemnified by the Association against any costs, expenses and liabilities which may be imposed upon or reasonably incurred by him in connection with any civil or criminal action, suit or proceeding in which he may be named as a party defendant or in which he may be a witness by reason of his being or having been such director or officer or by reason of any action alleged to have been taken or omitted by him in either such capacity. Such indemnification shall be provided in the manner and under the terms, conditions and limitations set forth in the Bylaws of the Association.

ARTICLE TWELVE DISSOLUTION

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes substantially similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such substantially similar purposes.

ARTICLE THIRTEEN ACTION WITHOUT MEETING

Any action required by law to be taken at any annual or special meeting of the members of the Association, or any action that may be taken at any annual or special meeting of the members of the Association, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the number of members having the total number of votes of the Association necessary to enact the action taken, as determined under the Bylaws or these Articles.

ARTICLE FOURTEEN AMENDMENT

These Articles of Incorporation may be amended by proposal submitted to the membership of the Association. Any such proposed amendment shall be adopted only upon an affirmative vote by a two-thirds (2/3) majority of the total number of votes of the Association, as determined under the Bylaws. In the case of any conflict between the

Bylaws of the Association and these Articles, these Articles shall control.

IN WITNESS WHEREOF, the undersigned has set his hand, this 25 day of August, 1998.


Dallas Maham, Incorporator

Unofficial Document