

ARTICLES OF INCORPORATION
OF
E R PROPERTY OWNERS ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas

OCT 27 1999

I, **THE UNDERSIGNED** natural person of the age of eighteen years or more, acting as the incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following as Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is E R Property Owners Association, Inc. (the "Association").

2. **Non-Profit.** The Association is a non-profit corporation.

3. **Duration.** The period of the Association's duration is perpetual.

4. **Purpose.** The purpose or purposes for which the Association is organized are:

(a) To provide for the duties of the Association as described in that certain Declaration of Covenants, Conditions and Restrictions for Eagle Ranch (as the same may hereafter be amended, the "**Declaration**"), recorded in the Deed Records of Tarrant County, Texas, with respect to the real property described in the Declaration and any other property made subject to the Declaration in accordance with the terms thereof (said property being referred to in the Declaration and herein as the "**Property**");

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth from time to time in the Bylaws of the Association ("**Bylaws**") or in the Declaration;

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

(d) To pay all expenses in connection with the duties of, and all office, personnel, and other expenses incident to the conduct of the business of, the Association, including all licenses, taxes or governmental charges levied or imposed against the Property by the Association;

(e) To 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 real or personal property in connection with the affairs of the Association;

(f) To borrow money, under the discretion of the Board of Directors of the Association as set forth from time to time in the Bylaws, as the Board of Directors deems necessary and in the best interest of the Association;

(g) To dedicate, sell or transfer any part of the Common Elements (as defined in the Declaration) to any public agency, authority, or utility for any service to any property subject to the Declaration, in accordance with the terms and provisions of the Declaration; and,

(h) To 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.

The aforesaid statement of purposes shall be construed as a statement of both purposes and of power and shall be broadly construed to effectuate its intent.

5. Members. Every person or entity who is a record owner of a fee simple interest, or an undivided fee simple interest, in any Lot (as that term is defined in the Declaration) shall be a Member (as that term is defined in the Bylaws and in the Declaration) of the Association. 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 Lot which is subject to assessment by the Association.

6. Voting Rights. Voting rights of Members are explained and described in the Bylaws and in the Declaration. Cumulative voting in the election of members of the Board of Directors or in other exercises of the right to vote is prohibited.

7. Board of Directors. The affairs of this Association shall be managed by a board of directors ("Board of Directors"), composed of three (3) directors ("Directors") who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws. The names and addresses of the persons who are to act in the capacity of the initial Directors are set forth in Section 8 of these Articles of Incorporation hereinbelow.

8. Initial Board of Directors. The number of Directors constituting the initial Board of Directors of the Association is three (3), and the names and addresses of the persons who are to serve as the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Gary J. Baker	8101 Boat Club Road, Suite 330 Fort Worth, Texas 76179
Deborra L. Baker	8101 Boat Club Road, Suite 330 Fort Worth, Texas 76179
Emil P. Stewart	8101 Boat Club Road, Suite 330 Fort Worth, Texas 76179

9. Amendments. Amendment, repeal or alteration of these Articles of Incorporation shall require the consent of Members as set forth in the Bylaws or the Declaration.

10. Limitation of Liability of Directors. Directors of the Association shall not be liable to the Association or its Members for monetary damages for an act or omission in the Director's capacity as a Director, except that this provision shall not eliminate or limit liability for an act or omission for which the liability of a Director is expressly provided by statute.

11. Registered Agent and Registered Office Address. The street address of the initial registered office of the Association is 7557 Rambler Road, Suite 932, Dallas, Texas 75231-4166, and the name of the Association's initial registered agent at such address is Axley & Hargrove, a professional corporation.

12. Incorporator. The name and street address of the incorporator is Axley & Hargrove, a professional corporation, 7557 Rambler Road, Suite 932, Dallas, Texas 75231-4166.

EXECUTED October 26, 1999.

Axley & Hargrove,
a professional corporation

By: 
Kathryn Koehn Hargrove, President