

ARTICLES OF INCORPORATION

OF

THE DOMINION HOMEOWNERS ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

SEP 17 1986

Clerk I-B
Corporations Section

We, the undersigned, natural persons of the age of twenty-one (21) years or more, at least two of whom are citizens of The State of Texas, acting as incorporators of a corporation under the Texas Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

NAME

The name of the corporation is "The Dominion Homeowners Association," hereinafter sometimes called "the Corporation" or "the Association."

ARTICLE TWO

NONPROFIT

The Corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The purpose or purposes for which the Association is organized are to promote the health, safety, security and welfare of the Members; to provide for the maintenance, repair, preservation, upkeep, and protection of the Common Properties [as defined in the Declaration hereinafter referred to] situated within that real estate project known as The Dominion Planned Unit Development located on Interstate 10 in Bexar County, Texas, and any additions thereto, as may hereafter be annexed or otherwise brought within the jurisdiction of this Association for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Easements and Restrictions for The Dominion Planned Unit Development [hereinafter called "the Declaration"], recorded in Volume 2956, Pages 61, et seq., of the Official Public Records of Real Property of Bexar County, Texas, and as the same may be amended from time to time, as therein provided, said Declaration being incorporated herein as if set forth at length, or that may be in any manner related thereto.
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all 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 governmental charges levied or imposed against the property by the Association;
- (c) 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;
- (d) Borrow money and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell or transfer all or any part of the Common Properties to any public agency, authority or utility for such purposes and subject to such

conditions as may be agreed to by the Board of Directors;

- (f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, and participate in the annexation of additional properties to The Dominion Planned Unit Development;
- (g) Make any decisions and enter any agreements or contracts that have a direct impact on the Association's affairs, or that pertain in any way to The Dominion Planned Unit Development;
- (h) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Nonprofit Corporation Act by law may now or hereafter have or exercise.

ARTICLE FIVE

MEMBERSHIP

Every record Owner [as defined in the Declaration], whether one or more persons or entities, of fee simple title in any Lot situated within The Dominion Planned Unit Development [as defined in the Declaration] which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member 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.

ARTICLE SIX

VOTING RIGHTS

The Association shall have one class of voting membership, with all Members of detached dwelling residential Lots being entitled to one vote for each Lot in which they hold the interest required for membership as stated in Article II of the Declaration; and all owners of attached dwelling residential Lots or

nonresidential Lots being entitled to one vote for each one-half ($\frac{1}{2}$) acre of property in which they hold the interest required for membership as stated in such Article [determined on an aggregate basis if a condominium project, townhouse project or shopping center]. Notwithstanding any provisions herein contained to the contrary, Dominion Group, Ltd. shall have the absolute right to control the Association, to make and implement decisions of the Association, and to elect its Board of Directors until January 1, 1999, or that date when, in Dominion Group, Ltd.'s sole opinion, the Association is fully viable, self-supporting, and operational, whichever date occurs earlier.

ARTICLE SEVEN

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. Until the election of their successors, the three (3) initial members of the Board of Directors shall so serve.

ARTICLE EIGHT

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds ($\frac{2}{3}$ rds) of the votes of the entire membership. 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 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 similar purposes.

ARTICLE NINE

AMENDMENTS

Amendment of these Articles shall require the assent of three-fourths (3/4ths) of the votes of the entire membership.

ARTICLE TEN

REGISTERED AGENT

The street address of the initial registered office of the Corporation is 12042 Blanco Road, Suite 125, San Antonio, Texas 78216; and the name of its initial Registered Agent at such address is A. Wayne Wright.

ARTICLE ELEVEN

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 who are to serve as the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
A. Wayne Wright	12042 Blanco Road, Suite 125 San Antonio, Texas 78216
Richard H. Luders	12042 Blanco Road, Suite 125 San Antonio, Texas 78216
Gene Canavan	12042 Blanco Road, Suite 100 San Antonio, Texas 78216

ARTICLE TWELVE

INCORPORATORS

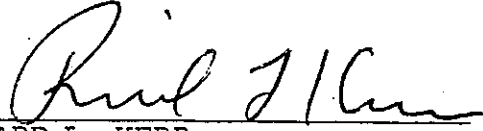
The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Richard L. Kerr	Frost Bank Tower, 16th Floor 100 West Houston Street San Antonio, Texas 78205
Richard D. Blau	Frost Bank Tower, 16th Floor 100 West Houston Street San Antonio, Texas 78205

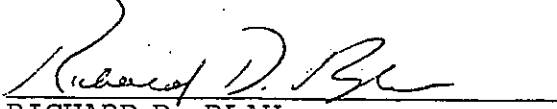
Pat H. Gardner

Frost Bank Tower, 16th Floor
100 West Houston Street
San Antonio, Texas 78205

IN WITNESS WHEREOF, we have hereunto set our hands as of the
18th day of October, 1983.



RICHARD L. KERR



RICHARD D. BLAU

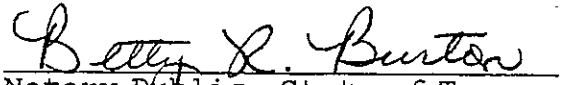


PAT H. GARDNER

THE STATE OF TEXAS §
 §
COUNTY OF BEXAR §

I, BETTY R. BURTON, a notary public, do hereby certify that on this 16th day of September, 1986, personally appeared before me RICHARD L. KERR, RICHARD D. BLAU, and PAT H. GARDNER, 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 the day and year above written.



Notary Public, State of Texas
BETTY R. BURTON

Notary's commission expires:
September 22, 1990

PLEASE RETURN TO:
Mr. Richard L. Kerr
Foster, Lewis, Langley, Gardner
& Banack, Incorporated
Frost Bank Tower, Sixteenth Floor
100 West Houston Street
San Antonio, Texas 78205
RLK:bb19