

ARTICLES OF INCORPORATION

OF

DAVENPORT LANE HOMEOWNERS ASSOCIATION

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 "Davenport Lane 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 that portion of the Common Properties [as defined in the Declaration hereinafter referred to] owned by the Association, situated within that real estate project known as The Dominion Planned Unit Development in Bexar County, Texas:

- (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 Protective Covenants for The Dominion Planned Unit Development Phase 2A [hereinafter called "the Declaration"], recorded in Volume 3407, Pages 1596, et seq., of the Official Public Records of Real Property of Bexar County, Texas, 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 any phases within 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, directly or indirectly, to the Properties over which the Association has jurisdiction;
 - (h) Enter into contracts or other agreements with The Dominion Homeowners Association [the Umbrella Association described in the Declaration] pertaining to the maintenance, repair, and upkeep of that portion of the Common Properties owned by the Association;
 - (i) 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 platted Lot situated along Davenport Lane which is within The Dominion Planned Unit Development, in either Phase 1 or Phase 2A 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 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. 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 (2/3rds) 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 another nonprofit corporation or 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 24165 IH-10 West, Suite 203, San Antonio, Texas 78257; 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 | 24165 IH-10 West, Suite 203 San Antonio, Texas 78257 |
| Richard H. Luders | 24165 IH-10 West, Suite 203 San Antonio, Texas 78257 |
| Gene Canavan | 24165 IH-10 West, Suite 203 San Antonio, Texas 78257 |

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
20th day of April, 1987.



RICHARD L. KERR



RICHARD D. BLAU

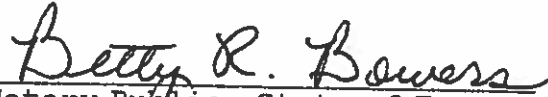


PAT H. GARDNER

THE STATE OF TEXAS §
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COUNTY OF BEXAR §

I, BETTY R. BOWERS, a notary public, do hereby certify that on this 20th day of April, 1987, 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. BOWERS
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