

Articles of Incorporation



The State of Texas

Secretary of State

JAN. 22, 1993

APRIL D. POWELL--HURST WHITTENTON P.C.
8045 MESA DRIVE
AUSTIN ,TX 78731

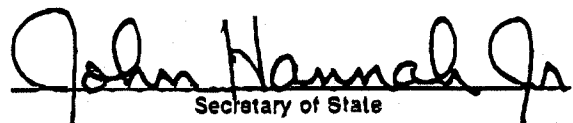
RE:
BLACKHAWK HOMEOWNERS ASSOCIATION
CHARTER NUMBER 01257172-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,


Secretary of State





The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

BLACKHAWK HOMEOWNERS ASSOCIATION
CHARTER NUMBER 01257172

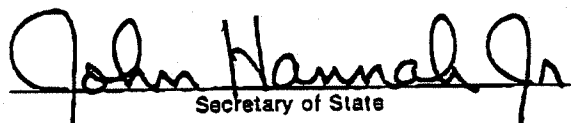
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

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 JAN. 19, 1993




Secretary of State

JAN 19 1993

Corporations Section

ARTICLES OF INCORPORATION
OF
BLACKHAWK HOMEOWNERS ASSOCIATION
(A Texas Non-Profit Organization)

I the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE ONE
Name

The name of the corporation is BLACKHAWK HOMEOWNERS ASSOCIATION, hereinafter called the "Association".

ARTICLE TWO
Non-Profit Organization

The Association is a non-profit corporation.

ARTICLE THREE
Duration

The period of its duration is perpetual.

ARTICLE FOUR
Purposes and Powers

The purpose or purposes for which said corporation is organized are to acquire, manage, provide, construct, equip, furnish, maintain, own and operate private recreational facilities and other common properties for the benefit and betterment of the residents and property owners in the Fairways of Blackhawk Subdivision, being Fairways of Blackhawk, a subdivision in the City of Austin, Travis County, Texas according to the map or plat thereof recorded in Volume 91, Pages 50, 51 and 52, Plat Records, Travis County, Texas and those additional lots in Fairways of Blackhawk Subdivision, if any, which become subject to the Fairways of Blackhawk Master Declaration of Covenants, Conditions, and Restrictions recorded in Volume 11813, Page 0056, Real Property Records, Travis County, Texas; and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

a. exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration") applicable to the above-referenced subdivisions recorded or to be recorded in the Office of the County Clerk of Travis County, Texas, and as same may be supplemented, or amended from time to time as therein provided;

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 the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association and to make disbursements, expenditures and payments on behalf of the Association's members as required by the Declaration and the By-Laws of the Association; and to hold as agent for said Association members' reserves for periodic repairs and capital improvements to be made as directed by the Association's Board of Directors;

c. acquire by gift, purchase or otherwise, to own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or to otherwise dispose of real or personal property in connection with the affairs of this Association subject to the limitations set forth in the Declaration;

d. borrow money, mortgage, pledge, or hypothecate any or all of its real or personal property as secured for money borrowed or debts incurred subject to the limitations set forth in the Declaration;

e. dedicate, sell or transfer all or any part of the common properties owned by the Association to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

f. contract with the City of Austin, Travis County or other appropriate governmental authority regarding the construction, maintenance, repair and replacement of landscape and irrigation improvements for any public right-of-way within or abutting the above-described subdivision;

g. participate in mergers and consolidations with other non-profit corporations organized for the same purposes

or annex additional residential property and common area as provided by the Bylaws and the Declaration;

h. have an to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas by law may now or hereafter have or exercise; and

i. annex additional real property as provided in the Declaration, as the same may be amended from time to time as therein provided.

2. The Association is a non-profit corporation, without capital stock, organized solely for the purposes specified in this Article IV; and no part of its property, whether income or principal, shall ever inure to the benefit of any Director, officer, or employee of the Association, or of any individual having a personal or private interest in the activities of the Association, nor shall any such Director, officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the Association except a reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out one (1) or more of its stated purposes. The Association shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE FIVE **Membership**

Every record owner, whether one or more persons or entities, of title to any developed or undeveloped lot or lots subject, by covenants of record, to assessment by the Association, including contract sellers, developers and builders, shall be a voting 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. Any mortgagee or lienholder who acquires title to any lot which is a part of the above-described property, to the extent that the lot or lots are subject to the provisions of the Declaration, through judicial or non-judicial foreclosure, shall be a member of the Association.

ARTICLE SIX **Voting Rights**

The Association shall have two (2) classes of voting membership:

Class A: Class A Member(s) shall be all record owners of a lot or lots, with the exception of Fairways of Blackhawk Limited Partnership (the "Declarant"), and each such member shall be entitled to one (1) person or entity holds an interest in any lot, such voting shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B: The Class B Member(s) shall be the Declarant, and its successors and assigns, and shall be entitled to three (3) votes for each lot owned, provided that the Class B membership shall cease and be converted to Class A membership upon the occurrence of any one of the following events:

(a) all of the land described on Exhibit "A" of the Declaration, incorporated by reference herein for all purposes, has been platted, developed with paved streets, accepted by the appropriate governmental authorities and served by utilities; or

(b) the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership (subject to reversion back to Class B membership upon the annexation of additional property as provided in the Declaration); or

(c) the expiration of twenty (20) years from the filing of the Declaration in the deed Records of Travis County, Texas.

ARTICLE SEVEN **Registered Agent**

The street address of the initial registered office of the Association is 225 Kelly Lane, Pflugerville, Travis County, Texas 78660 and the name of its initial registered agent at such address is John Leach.

ARTICLE EIGHT **Dissolution**

The Association may be dissolved with the written consent of not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be held and owned by the members proportionately as tenants in common according to the number of lots owned.

ARTICLE NINE
Board of Directors

The number of directors constituting the initial Board of Directors are three (3). The directors need not be members of the Association. The names and addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Nicholas Bauer	1250 Springfield Pike Suite #400 Cincinnati, Ohio
David Brooks	1250 Springfield Pike Suite #400 Cincinnati, Ohio
John Leach	1250 Kelly Lane Pflugerville, Texas

ARTICLE TEN
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Steve Hurst	Hurst, Whittenton, P.C. 8045 Mesa Drive Austin, Texas 78731 (512) 343-9151

ARTICLE ELEVEN
Amendment

Amendment of these Articles shall require the assent of two-thirds (2/3) of the votes of the Association.

ARTICLE TWELVE
FHA/VA Approval

So long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Authority and/or the Veterans Administration: annexation of additional properties, mergers, consolidations, mortgaging or sale of substantially all of the common properties of the Association, dissolution and amendment of these Articles.

ARTICLE THIRTEEN
Limitation of Liability

No director of the Association shall be personally liable to the Association of its members for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director for (1) breach of a director's duty of loyalty to the Association (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (4) an act or omission for which the liability of a director is expressly provided for by statute. Neither the amendment nor repeal of this Article shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment or repeal. If the Texas Non-Profit Corporation Act or the Texas Miscellaneous Corporation Laws Act is hereinafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Texas Non-Profit Corporation Act or the Texas Miscellaneous Corporation Laws Act as so amended from time to time.

IN WITNESS WHEREOF we hereunto set our hands this 24th
day of NOVEMBER, 1992.

Steve Hurst, Incorporator
STEVE HURST, Incorporator

ARTICLES OF AMENDMENT BY THE SHAREHOLDERS
TO THE ARTICLES OF INCORPORATION OF
BLACKHAWK HOMEOWNERS' ASSOCIATION, INC.
(A Texas Non-Profit Organization)

We the undersigned natural persons of the age of eighteen (18) years or more, acting as Directors of Blackhawk Homeowners Association, a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Amendments to Articles of Incorporation for such Corporation.

ARTICLE ONE

The present name of the corporation is BLACKHAWK HOMEOWNERS' ASSOCIATION.

ARTICLE TWO

The following amendments to the Articles of Incorporation were adopted by the vote of the members of the Association on the 13th day of September, 1993.

Article I of the Articles of Incorporation is hereby amended so as to read as follows:

The name of the corporation is BLACKHAWK HOMEOWNERS' ASSOCIATION, INC. (hereinafter called "Association").

Article VI of the Articles of Incorporation is hereby amended as follows:

The Association shall have two (2) classes of voting membership:

Class A: Class A Member(s) shall be all record owners of a lot or lots, with the exception of Fairways of Blackhawk Limited Partnership (the "Declarant"), and each such member shall be entitled to one (1) vote. If more than one (1) person or entity holds an interest in any lot, such voting shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B: The Class B Member(s) shall be the Declarant, and its successors and assigns, and shall be entitled to three (3) votes for each lot owned, provided that the Class B membership shall cease and be converted to Class A membership upon the occurrence of any one of the following events:

(a) all of the land described on Exhibit "A" of the Declaration, incorporated by reference herein for all purposes, has been platted, developed with paved streets, accepted by the appropriate governmental authorities and served by utilities; or

(b) the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership (subject to reversion back to Class B membership upon the annexation of additional property as provided in the Declaration); or

(c) the expiration of ten (10) years from the filing of the Declaration in the Deed Records of Travis County, Texas.

ARTICLE THREE

The number of Class A and Class B memberships in the Association outstanding at the time of such adoption of the above-referenced amendments was 139 representing 41 Class A memberships and 98 Class B memberships. The Class A members were entitled to 41 votes; the Class B members were entitled to 294 votes representing 335 votes outstanding.


ARTICLE FOUR

The number of members of the Association voting for such amendments was 294, representing more than two-thirds (2/3) of the 335 outstanding votes. The amendments were thereby adopted.

DATED: SEPTEMBER 13TH, 1993.


BLACKHAWK HOMEOWNERS ASSOCIATION

By:



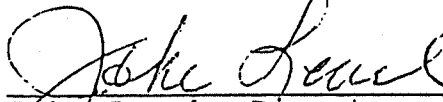
Nicholas Bauer, Director

By:



David Brooks, Director

By:



John Leach, Director