



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

Grand Oaks Owners Association, Inc.
Filing Number: 800133334

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been 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 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: 10/11/2002

Effective: 10/11/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

OF

OCT 11 2002

GRAND OAKS OWNERS ASSOCIATION, INC. Corporations Section

The undersigned natural person, being 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 I

Name

The name of the corporation is: Grand Oaks Owners Association, Inc. (hereinafter called the "Association").

ARTICLE II

Nonprofit Corporation

The Association is a nonprofit corporation.

ARTICLE III

Duration

The period of its duration is perpetual.

ARTICLE IV

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 and obligations, of the Association as set forth in the Declaration of Covenants, Conditions, and Restrictions – Grand Oaks, dated _____ and filed for record on _____ in the Real Property Records of Travis County, Texas, as the same may be amended from time to time (the "Declaration").

ARTICLE V

Registered Office; Registered Agent

The street address of the initial registered office of the Association is 12554 Riata Vista Circle, Second Floor, Austin, Texas 78727. The name of its initial registered agent at such address is Terry E. Mitchell.

ARTICLE VI
Board of Directors

The number of directors constituting the initial Board of Directors of the Association is three (3) and the names and address of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Terry E. Mitchell	12554 Riata Vista Circle Second Floor Austin, Texas 78727
Katrina L. Forbes	12554 Riata Vista Circle Second Floor Austin, Texas 78727
Kent Zarbock	12554 Riata Vista Circle Second Floor Austin, Texas 78727

ARTICLE VII
Membership

Every person or entity who is a record owner of any lot (a "Lot") which is a part of the property governed by the Declaration is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the Lot.

ARTICLE VIII
Dissolution

If the Association is dissolved, the assets of the Association shall be dedicated to a public body, or conveyed to a non-profit organization with a purpose similar to that of the Association.

ARTICLE IX
Amendment

Any amendment to these Articles of Incorporation shall be approved by at least 2/3rds of the number of votes entitled to be cast pursuant to Section 6.03 of the Declaration

ARTICLE X
HUD/VA Approval

Annexation of additional properties, mergers, consolidations, mortgaging of the Common Areas (as that term is defined in the Declaration) dissolution and amendment of the Articles of Incorporation of the Association, requires the prior approval of the United States Department of Housing and Urban Development and the United States Department of Veterans' Affairs so long as there remains any Class B Membership (as that term is defined in the Bylaws of the Association) in the Association.

ARTICLE XI
Incorporator

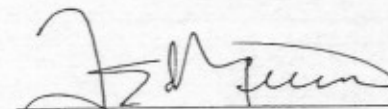
The name and street address of the incorporator is:

NAME

ADDRESS

Terry E. Mitchell

12554 Riata Vista Circle
Second Floor
Austin, Texas 78727



Terry E. Mitchell, Incorporator