FILED
In the Office of the
Secretary of State of Texas

OCT 05 1987

Corporations Section

ARTICLES OF INCORPORATION

OF

SHAVANO CREEK HOMEOWNERS ASSOCIATION

We, the undersigned, natural persons of the age of eighteen (18) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is SHAVANO CREEK HOMEOWNERS ASSOCIATION, hereinafter sometimes referred to as "corporation" or "Association".

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which this corporation is organized are: to maintain and administer the Common Facilities of SHAVANO PARK UNIT 16A, Bexar County, Texas, according to plat recorded at Volume 9509, Pages 209-212, Map and Plat Records of Bexar County, Texas, and such additional lands as may be brought within the jurisdiction of the Association; to administer and enforce the covenants and restrictions for such lands; to collect and disburse the assessments and

VOL 8524 PAGE 543

Exhibit "B"

charges set forth in the Declaration of Covenants and Restrictions of SHAVANO PARK UNIT 16A and any Amended or Supplemental Declarations thereto and all additional properties which may come within the jurisdiction of the Association by annexation; and for such other lawful non-profit purposes as the Corporation may determine. The corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. The corporation shall have all power allowed by the law of Texas to be exercised by non-profit corporations.

ARTICLE FIVE

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:

NAME	ADDRESS
Lloyd A. Denton, Jr.	3330 Oakwell Court, Suite 200 San Antonio, Texas
T. J. Cantwell	3330 Oakwell Court, Suite 200 San Antonio, Texas
Daniel D. Kossl	3330 Oakwell Court, Suite 200 San Antonio, Texas

VOL 8524 PG 0544

The number of directors may be changed to not less than three, nor more than nine directors by vote of the Board of Directors or by amendment to the By-Laws of the Association.

ARTICLE SIX

The street address of the initial registered office of the corporation is 3330 Oakwell Court, Suite 200, San Antonio, Texas, and the name of its initial registered agent at such address is LLOYD A. DENTON, JR.

ARTICLE SEVEN

The name and street address of each incorporator is:

NAME	ADDRESS
Lloyd A. Denton, Jr.	3330 Oakwell Court, Suite 200 San Antonio, Texas
T. J. Cantwell	3330 Oakwell Court, Suite 200 San Antonio, Texas
Daniel D. Kossl	3330 Oakwell Court, Suite 200 San Antonio, Texas

ARTICLE EIGHT

The corporation is a non-profit corporation, without capital stock, organized solely for non-profit purposes, and no director, officer or employee of the corporation, nor any individual having a personal or private interest in the activities of the corporation, shall ever be lawfully entitled to receive any profit from the operations of the corporation, except reasonable compensation for services rendered in carrying out one or more of its stated purposes. The corporation shall not engage in, and none of its

VOL 8524 PAGE 545

funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE NINE

Every person or entity who is a record owner of a fee or undivided interest in any Lot situated in SHAVANO PARK UNIT 16A, City of Shavano Park, Bexar County, Texas, and such additional lands which may become subject to the jurisdiction and assessment of the Association, shall be a Member of the Association, provided, however, that any person or entity holding an interest in any such Lot or Lots merely as security for the performance of an obligation shall not be a Member. The Association may issue certificates to its members, to evidence their membership.

ARTICLE TEN

The Association shall have two (2) classes of voting membership: "Class A" Members shall be all members other than the "Class B" Member.

Class A Members shall be every person or entity as defined in Article Nine, with the exception of SHAVANO II JOINT VENTURE. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article Nine. When more than one person is the owner of any Lot, all such persons shall be members, and the vote of such Lot 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.

VOL 8524 PG 0546

Class B Member shall be SHAVANO II JOINT VENTURE, provided that SHAVANO II JOINT VENTURE, may assign its Class B membership or a portion thereof to any individual or corporation, and such assignee shall be the Class B member or members. The Class B Member shall be entitled to three votes for each Lot in which it holds the interest required by Article Nine, provided that the Class B membership shall cease and become converted to a Class A membership on the happening of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership, or

(b) On January 1, 2002.

From and after the happening of these events, whichever occurs earlier the Class B Member shall be deemed to be a Class A Member entitled to one vote for each Lot in which it holds the interest required for membership under Article Nine.

ARTICLE ELEVEN

The Association shall be entitled to indemnify its officers, directors, and those acting on its behalf, including members of an Architectural Control Committee or other similar committee, to the fullest extent allowed by the Texas Non-Profit Corporation Act or other applicable law.

VOL8524 PG0547

ARTICLE TWELVE

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the membership of the Association.

IT WITNESS WHEREOF, I have hereunto set my hand this 28th day of September, 1987.

LLOYD A. DENTON, JR.

DANIEL D. KOSSL

T.J. CANTWELL

THE STATE OF TEXAS

COUNTY OF BEXAR

Before me, a notary public, on this day personally appeared LLOYD A. DENTON, JR., DANIEL D. KOSSL, and T.J. CANTWELL, known to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, declared that the statements contained therein are true and correct.

Given under my hand and seal this September 28th, 1987.

Suzanne L. Brumbelow
Notary Public, State of Texas

Notary's Name: SUZANNE L. BRUMBELOW
Notary Public, State of Texas

Commission Expires: My Commission Expires 3-22-91

VOL 8524 PG 0548

Any provision herein which restricts the sale, or use of the described real property because of race is invalid and unenforceable under Federal law
STATE OF TEXAS, COUNTY OF BEXAR
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me and was duly RECORDED in the Official Public Record of Real Property of Bexar County, Texas on:

AUG 0 8 2000

COUNTY CLERK BEXAR COUNTY, TEXAS

Filed for Record in:
BEXAR COUNTY, TX
GERRY RICKHOFF, COUNTY CLERK

On Aug 08 2000
At 1:17pm

Receipt #: 357961
Recording: 47.00
Doc/Mgmt : 6.00
Doc/Num : 2000- 0134640
Deputy -Catherine Revilla

VOL 8524 PG 0549