

ARTICLES OF INCORPORATION

OF

PARK EAST ASSOCIATION, INC.

FILED  
In the Office of the  
Secretary of State of Texas

MAY 29 1973

*Bill Kimbrough*  
Texas Corporation Division  
Deputy Director

In compliance with the requirements of the Profit Corporation Act, the undersigned, all of whom are residents of El Paso County, Texas, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a non-profit corporation and do hereby certify:

ARTICLE I

NAME

The name of the corporation is PARK EAST ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

REGISTERED OFFICE

The registered office of the Association is located at 5959 Gateway West, Suite 528, El Paso, Texas, 79925.

ARTICLE III

REGISTERED AGENT

Mr. Tom Stanton, whose address is 5959 Gateway West, Suite 528, El Paso, Texas, 79925, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSES AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which

it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as follows:

PARK EAST, an addition to the City of El Paso, El Paso County, Texas, according to the map and plat thereof on file in Book 39, Page 19. of the Plat Records of El Paso 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, duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the County Clerk of El Paso 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;

(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 of 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 with the assent of two-thirds (2/3) of each class of members, 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 Area 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) Grant, by action of the Board of Directors, easements and licenses over the Common Area.

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

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

#### ARTICLE V

##### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot 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 VI

##### VOTING RIGHTS

The Association shall have two (2) classes of voting mem-

bership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either 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 May 15, 1975.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are as follows:

Tom Stanton	El Paso, Texas
Milton W. Young	El Paso, Texas
Jeanie Lee	El Paso, Texas
Dale Son	El Paso, Texas
Jon King	El Paso, Texas
Sherre Defee	El Paso, Texas
J. Sam Moore, Jr.	El Paso, Texas
Frank Feuille IV	El Paso, Texas
G. Russell Hill	El Paso, Texas

At the first annual meeting the members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years, and three (3) directors for a term of three (3) years; and at each annual meeting thereafter, the members shall elect three (3) directors for a term of three (3) years.

#### ARTICLE VIII

##### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by 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 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 IX

##### DURATION

The corporation shall exist perpetually.

#### ARTICLE X

##### AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of each class of members.

#### ARTICLE XI


# INCORPORATORS

The names and addresses of the incorporators, all of whom are citizens of the State of Texas, and all of whom are over twenty-one years of age, are as follows:

Frank Feuille, IV	11-D El Paso National Bank Building El Paso, Texas 79901
J. Sam Moore, Jr.	11-D El Paso National Bank Building El Paso, Texas 79901
G. Russell Hill	11-D El Paso National Bank Building El Paso, Texas 79901

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on this 26<sup>th</sup> day of May, 1973.

  
FRANK FEUILLE, IV

  
J. SAM MOORE, JR.

  
G. RUSSELL HILL

THE STATE OF TEXAS   )  
                              )  
COUNTY OF EL PASO   )

I, Curtis J. Holcomb, a Notary Public, do hereby certify that on this the 26<sup>th</sup> day of May, 1973, personally appeared before me FRANK FEUILLE, IV, J. SAM MOORE, JR., and G. RUSSELL HILL, who being by me first duly sworn, declared that they

are the persons who signed the foregoing instrument as incorporators, and that the statements contained therein are true.

My Commission Expires:  
June 1, 1973

Carol O. Holcomb  
Notary Public in and for El Paso  
County, Texas