

FEB 17 1987

ARTICLES OF INCORPORATION

OF

**Clerk I-C
Corporations Section**

COPPERFIELD TOWNHOMES HOMEOWNER'S ASSOCIATION

A Non-profit Corporation

In compliance with the requirements of the Texas Non-profit Corporation Act, we the undersigned natural persons, at least two (2) of whom are citizens of the State of Texas and who are of the age of eighteen (18) years or more, hereby adopt the following Articles of Incorporation for the Association:

ARTICLE I.

The name of the Association is **COPPERFIELD TOWNHOMES HOMEOWNER'S ASSOCIATION.**

ARTICLE II.

The Corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

PURPOSE 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 the governing and administrative body for all property owners for the protection, preservation, upkeep, maintenance, repair, restoration, operation and replacement of the common properties and common facilities with-

in that certain tract of property described on Exhibit "A" attached hereto, 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 to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded in Book 1610, Page 419, of the Film Records of El Paso County, Texas and the Amended and Restated Declaration of Covenants and Restrictions hereinafter called the "Amended Declaration", and as the same may be amended from time to time as therein provided, said Declaration and Amended 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 and the Amended 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

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real or personal property in connection with the affairs of the Association;

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

ARTICLE V.

MEMBERSHIP

Each owner of a lot, shall by virtue of such ownership automatically be a member of the Association and shall remain a member thereof until his total ownership ceases for any reason, at which time his membership in the Association shall automatically cease. Membership in the Association shall be appurtenant to and shall automatically follow the ownership of each lot, and upon any transfer of ownership howsoever caused or brought about, the new owner shall automatically be and become a member of the Association.

ARTICLE VI.

VOTING RIGHTS

The Association shall have the following class or classes of voting membership with the following rights:

Class A: Each Owner of a Lot shall be the Class A Members, and by virtue of such membership, the Owner of each Lot shall be entitled to one vote in the Association. There shall be no fractional votes. When the Owner of a Lot consists of more than one person or entity, they shall designate in writing to the Board one of their number to cast their one vote with respect to such Lot.

Class B: Declarant (as defined in the Declaration) shall be the sole Class B Member, and by virtue of such membership, shall be entitled to three (3) votes for each Lot owned by it; provided that the Class B Membership shall terminate at the time when the total votes outstanding in the Class A Membership shall equal or exceed the total votes outstanding in the Class B Membership; further, that Declarant shall have the right and option to terminate the Class B Membership at any time by notifying the Association in writing of its election to so terminate its Class B Membership. From and after the happening of whichever of these events occurs earlier, Declarant shall be deemed to be a Class A Member entitled to one vote for each Lot it owns.

ARTICLE VII.

BOARD OF TRUSTEES

The affairs of this Association shall be managed by a Board of three (3) Trustees who are members of the Association, spouses of members, or in the event that a lot is owned by a corporation or other business entity, an officer or director of such entity who resides in the townhouse, if any, located upon the lot owned by such entity. The number of trustees may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to serve as trustees until the first annual meeting of members, or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Martin D. Balk	140 Shadow Mountain Drive El Paso, Texas 79912
Josephine Balk	140 Shadow Mountain Drive El Paso, Texas 79912

Merton B. Goldman

P. O. Drawer 1977
El Paso, Texas 79950-1977

ARTICLE VIII.

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Association is 140 Shadow Mountain Drive, El Paso, Texas 79912, and the name of its initial registered agent at that address is Martin D. Balk.

ARTICLE IX.

INCORPORATORS

The names and street addresses of each of the Incorporators are:

Martin D. Balk

140 Shadow Mountain Drive
El Paso, Texas 79912

Josephine Balk

140 Shadow Mountain Drive
El Paso, Texas 79912

Merton B. Goldman

P. O. Drawer 1977
El Paso, Texas 79950-1977

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Trustees.

ARTICLE XI.

AMENDMENTS

Amendment of these Articles shall require the assent of at least two-thirds of the entire membership.

IN WITNESS WHEREOF, we have hereunto set our hands on
this the 6th day of February, 1987.

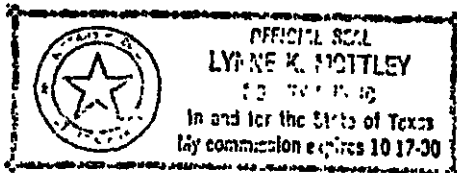
Martin D. Balk
Martin D. Balk, Incorporator

Josephine Balk
Josephine Balk, Incorporator

Merton B. Goldman
Merton B. Goldman, Incorporator

THE STATE OF TEXAS)
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me by
Martin D. Balk, Josephine Balk, and Merton B. Goldman on this
the 6th day of February, 1987, in El Paso County, Texas.



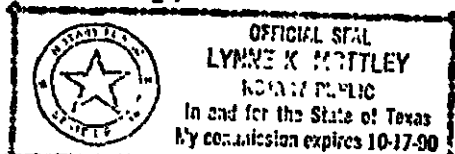
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STATE OF TEXAS S
COUNTY OF EL PASO S

Lynne K. Mottley
Notary Public, State of Texas
County of El Paso

Before me, a notary public, on this day personally appeared
Martin D. Balk, Josephine Balk and Merton B. Goldman, 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 therein contained are true and correct.

Given under my hand and seal of office this 12th day of
February, 1987.



My Commission Expires
October 17, 1990

Lynne K. Mottley
Lynne K. Mottley, Notary Public in
and for the State of Texas