
Certificate of Conversion

of

Heritage Farms Owners Association, LLC

FILED
In the Office of the
Secretary of State of Texas

FEB 19 2009

Corporations Section

Pursuant to the provisions of Section 10.154 of the Texas Business Organizations Code, the undersigned converting entity certifies the following:

1. Heritage Farms Owners Association, LLC (the "Company") is a non-profit limited liability company formed under the laws of the State of Texas. The date of formation of the Company was December 14, 2007.
2. The Company is converting to a non-profit corporation formed under the laws of the State of Texas. The name of the non-profit corporation after conversion will be Heritage Farms Owners Association.
3. An executed plan of conversion is on file at the principal place of business of the converting entity at 8201 Lockheed Drive, Suite 235, El Paso, Texas 79925.
4. From and after the conversion, an executed plan of conversion will be on file at the principal place of business of the converted entity at 8201 Lockheed Drive, Suite 235, El Paso, Texas 79925.
5. A copy of the plan of conversion will be furnished by the converting entity (prior to the conversion) or by the converted entity (after the conversion) on written request and without cost to any owner or member of either converting or converted entity.
6. Approval of the plan of conversion was duly authorized by all action required by the laws under which Heritage Farms Owners Association, LLC, the converting entity, was organized and by its governing documents.
7. In lieu of providing the tax certificate, the non-profit corporation as the converted entity is liable for the payment of any franchise taxes.
8. A copy of the Certificate of Formation of Heritage Farms Owners Association, the converted entity which is being created pursuant to the plan of conversion, is being filed with the Secretary of State with this Certificate of Conversion.

9. This document will become effective on the date it is filed with the Texas Secretary of State.

DATED this the nineteenth day of February, 2009.

Heritage Farms Owners Association, LLC

By: 
William Ehrlich, Attorney-in-fact for
Richard Aguilar, Manager

Certificate of Formation

of

**Heritage Farms Owners Association
(A Texas Non-Profit Corporation)**

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In the Office of the
Secretary of State of Texas

FEB 19 2009

Corporations Section

This non-profit corporation is being created pursuant to a plan of conversion. It was previously Heritage Farms Owners Association, LLC, a Texas non-profit limited liability company filed on December 14, 2007, with an address of 8201 Lockheed Drive, Suite 235, El Paso, Texas 79925.

ARTICLE ONE

The name of the filing entity being formed is Heritage Farms Owners Association (the "Corporation").

ARTICLE TWO

The filing entity being formed is a non-profit corporation.

ARTICLE THREE

A. The specific and primary purposes for which this Corporation is formed are to provide for the management, administration, maintenance, preservation, and architectural control of the residence apartments and common area within that certain tract of property situated in the City of El Paso, County of El Paso, State of Texas, more particularly described in that certain Declaration establishing a plan for condominium ownership, which was recorded August 29, 2008, under Clerk's File Number 20080070517, Official Records, by the recording clerk of El Paso, El Paso, Texas, and to promote the health, safety, and welfare of all the residents within the above described property and any additions thereto as may be brought within the jurisdiction of this corporation for this purpose.

B. In furtherance of the above purposes, the Corporation will have the following specific powers, in addition to and not in limitation of any and all powers, rights, and privileges which a non-profit corporation organized under Chapters 2 or 22 of the Texas Business Organization Code, including any purpose described by Section 2.002 of the Code may now or hereafter have or exercise:

1. to perform all of the duties and obligations of the Corporation as set forth in the declaration;
2. to fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the declaration;
3. to pay all expenses in connection with the powers granted in subparagraph 2, and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes, or governmental charges levied or imposed against the property of the Corporation;
4. to acquire by gift, purchase, or otherwise own, hold, improve, build on, ~~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 Corporation;

5. to borrow money and, with the assent of each of the members, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
6. to dedicate, sell, or transfer all or any part of the common area to any public agency, or authority, or utility for such purposes and subject to such conditions as may be agreed to by the members, provided that no dedication, sale, or transfer will be effective unless an instrument has been signed by all of the members agreeing to such dedication, sale, or transfer; and
7. to participate in mergers or consolidations with other non-profit corporations organized for the same purposes, or annex additional property and common areas, provided that any merger, consolidation, or annexation will have the assent, by vote, of the members, or by the written consent, of all the members.

ARTICLE FOUR

The Corporation will have perpetual duration.

ARTICLE FIVE

The street address of the Corporation's initial Registered Office; and the name of its initial Registered Agent at this address, are as follows:

Richard Aguilar
8201 Lockheed Drive, Suite 235
El Paso, Texas 79925

ARTICLE SIX

The Corporation will have members. The initial Board of Directors shall consist of three directors. The names and addresses of the persons who will serve as initial directors are:

Kristi Eddings
10420 Montwood, Suite C
El Paso, Texas 79935

Richard Aguilar
8201 Lockheed, Suite 235
El Paso, Texas 79925

David Bogus
444 Executive, Suite 238
El Paso, Texas 79912

IN WITNESS WHEREOF, I have hereunto set my hand this eighteenth day of February, 2009.

Heritage Farms Owners Association

By: 

William Ehrlich, Attorney-in-fact for
Richard Aguilar, Manager