

JAN 10 1983

ARTICLES OF INCORPORATION

Clerk of
Corporations Section

OF

OAKWELL FARMS 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 OAKWELL FARMS 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

This corporation is organized exclusively for pleasure, recreation, and other non-profit purposes, but not for profit. 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.

Exhibit "B"

VOL 8524 PG 0327

The corporation shall have all power allowed by the law of Texas to be exercised by non-profit corporations therein including the power and responsibility to maintain and administer all property owned, leased, or maintained by the Association for the use and benefit of Members of the Association of OAKWELL FARMS PLANNED UNIT DEVELOPMENT, Bexar County, Texas, and administer and enforce the covenants and restrictions thereof and collect and disburse the assessments and charges set forth in the Declarations of Covenants, Conditions and Restrictions of OAKWELL FARMS PLANNED UNIT DEVELOPMENT and any Amended or Supplemental Declarations thereto and all additional properties which may come within the jurisdiction of the Association by annexation or be subject to its assessments.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 8103 Broadway, San Antonio, Texas, and the name of its initial registered agent at such address is LLOYD A. DENTON, JR.

ARTICLE SIX

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:

<u>NAME</u>	<u>ADDRESS</u>
Lloyd A. Denton, Jr.	8103 Broadway San Antonio, Texas
Cone J. Wells	8103 Broadway San Antonio, Texas
Allen Ghormley	8103 Broadway San Antonio, Texas

The number of directors may be changed by amendment to the By-Laws of the Association.

VOL 8524 PG 0328

ARTICLE SEVEN

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Wallace L. Ostby	1235 Milam Building San Antonio, Texas
Tracy L. Kline	1235 Milam Building San Antonio, Texas
Elizabeth Y. Elequin	1235 Milam Building San Antonio, Texas

ARTICLE EIGHT

The corporation is a non-profit corporation, without capital stock, organized exclusively for pleasure, recreation and other 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. No substantial part of the Association's activities shall be, and none of its 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 OAKWELL FARMS PLANNED UNIT DEVELOPMENT Bexar County, Texas, which is subject to the jurisdiction of and to assessment by the Association shall be a Member of the Association ("Member"), 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.

VOL 8524 PG 0329

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 DENTON DEVELOPMENT COMPANY, INC., a Texas Corporation. 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.

Class B Member shall be DENTON DEVELOPMENT COMPANY, INC., a Texas Corporation, provided that DENTON DEVELOPMENT COMPANY, INC. 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

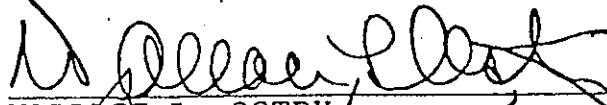
(b) On January 1, 1995.

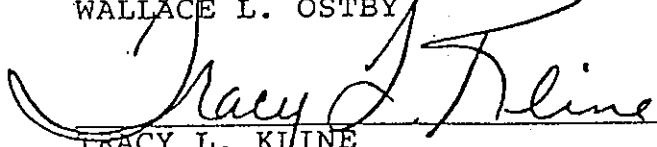
From and after the happening of these events, whichever occurs earlier the Class B Member shall be deemed to be a Class A Member entitled to one vote for each Lot in which it holds the interest

ARTICLE ELEVEN

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

IT WITNESS WHEREOF, we have hereunto set our hands this 30th
day of December, 1982.


WALLACE L. OSTBY


TRACY L. KLINE


ELIZABETH Y. ELEQUIN

THE STATE OF TEXAS

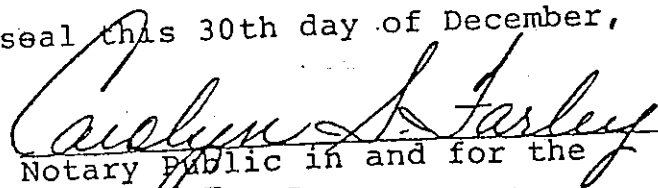
COUNTY OF BEXAR

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Proposed for membership by _____

Before me, a notary public, on this day personally appeared
WALLACE L. OSTBY, TRACY L. KLINE, and ELIZABETH Y. ELEQUIN, 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 30th day of December,
1982.


Notary Public in and for the
State of Texas

My Commission Expires: 1-30-85

VOL 8524 PG 0331