

**ARTICLES OF INCORPORATION
OF
GREAT NORTHWEST COMMUNITY IMPROVEMENT ASSOCIATION, INC.**

We, the undersigned natural persons of the age of twenty (21) years or more, at least two whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE ONE
NAME**

The name of the corporation is GREAT NORTHWEST COMMUNITY IMPROVEMENT ASSOCIATION, INC., hereinafter sometimes called the "Corporation" or the "Association."

**ARTICLE TWO
NONPROFIT**

The Corporation is a nonprofit corporation.

**ARTICLE THREE
DURATION**

The period of duration is perpetual.

**ARTICLE FOUR
PURPOSES AND POWERS**

This association does not contemplate pecuniary gain or profit to the members thereof and the specific purpose or purposes for which the Corporation is organized are to promote the recreation, health, safety, and welfare of the residents in the properties; to the improvement and maintenance of the common area including, but not limited to, constructing and maintaining parks, parkways, rights-of-way, easements, esplanades, streets, curbs, sidewalks, operating street lights and similar facilities within that certain tract of land more particularly described by metes and bounds on Exhibit A, attached hereto and incorporated herein for all purposes, 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, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Deed Records of Bexar 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 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 by 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 (2/3rds) 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 (2/3rds) of each class of members, agreeing to such dedication, sale or transfers.
- (f) Participation 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 (2/3rds) of each class of members, or as may be provided for in said Declaration; and
- (g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Nonprofit Corporation Act by law may now or hereafter have or exercise.

ARTICLE FIVE
MEMBERSHIP

Every record owner, whether one or more persons or entities, of fee simple title 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 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 SIX
VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

CLASS A. Class A members shall be all owners with the exception of the Declarant and shall be entitled to one (1) 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 each 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. 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 or the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership is equal to the total votes outstanding in the Class B membership, or
- (b) On January 1, 1986.

ARTICLE SEVEN
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of seven (7) 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. Until the election of Directors at the first annual meeting of the members, the seven initial Board of Directors shall so serve.

At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year; two (2) Directors for a term of two (2) years; and two (2) Directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect the number of Directors required to fill the vacancies created by the then expiring terms, such new Directors to be elected for a term of three (3) years.

ARTICLE EIGHT
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) 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 NINE
AMENDMENTS

Amendment of these Articles shall require the assent of three-fourths (3/4ths) of the votes of the entire membership of members.

ARTICLE TEN
REGISTERED AGENT

The street address of the initial registered office of the Corporation is 7386 Grissom Road, San Antonio, Texas and the name of its registered agent at such address is Wayne Nance.

ARTICLE ELEVEN
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is seven (7) and the names and addresses of the persons who are to serve as the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Wayne T. Nance	7386 Grissom Road San Antonio, Texas
Jack Smith	7386 Grissom Road San Antonio, Texas
Steven L. Torrance	7386 Grissom Road San Antonio, Texas
Robert Stanton	7386 Grissom Road San Antonio, Texas
Bill Southerland	GPM South Tower San Antonio, Texas
Richard Lenzen	GPM South Tower San Antonio, Texas
Tim Thompson	GPM South Tower San Antonio, Texas

ARTICLE TWELVE
INCORPORATIONS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Pat H. Gardner	1655 Frost Bank Tower San Antonio, Texas 78205
Richard L. Kerr	1655 Frost Bank Tower San Antonio, Texas 78205
Edward Kliewer, III	1655 Frost Bank Tower San Antonio, Texas 78205

ARTICLE THIRTEEN
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration; annexation of additional properties, mergers and consolidations, mortgaging of common area, dedication of common area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, we have hereunto set our hands, this 2nd day of April, 1976

Pat H. Gardner
Richard L. Kerr
Edward Kliewer, III

EXHIBIT "A"

7.273 acres of land out of a 187.742 acre tract described by Deed recorded in Volume 6971, Page 83, of the Deed Records of Bexar County, Texas, and out of the Elizabeth Plunkett Survey No. 72, Abstract 573, County Bock 4433, Bexar County, Texas, said 7.273 acres of land being more particularly described as follows to wit:

Beginning: at a point in the northeast line of proposed Timber Path for the south corner of the herein described tract, said point being N 69° 52'02" E, 1020.40 feet and N 20° 07'58"W, 716.00 feet from an iron pin found in F. M. 471 (Culebra Road) for the south corner of said 187.742 acre tract;

Thence: with the northeast line of said proposed Timber Path and with the southeast line of the herein described tract as follows:
N 20° 07'58" W , 306.76 feet to a point of curvature; 37.24 feet with the arc of a curve to the left having a radius of 780.00 feet and a central angle of 02° 44'08" to a point for the west corner of the herein described tract and for end of curve;

Thence: with the northwest line of the herein described tract as follows;
N 67° 07'54" E, 250.00 feet to an angle points, N 49° 49'50" E, 525.90 feet to a point in the southwest line of the proposed Great Northwest, Unit 1 Subdivision for the north corner of the herein described tract;

Thence: with the northeast line of the herein described tract and the southwest line of said proposed Great Northwest, Unit 1 subdivision as follows:
S 30° 08'19" E, 180.38 feet to angle point; S 38° 34'45" E, 239.62 feet to a point in the northwest line of the proposed Timberwilde Drive for the east corner of the herein described tract;

Thence: with the southeast line of the herein described tract and with the northwest line of said proposed Timberwilde Drive as follows:
S 51° 21'38" W, 371.48 feet to a point of curvature; 119.51 feet with the arc of a curve to the right having a radius of 370.00 feet and a central angle of 18° 30'24" to a point of tangency; S 69° 52'02" W, 374.00 feet to a point of curvature; 9.42 feet with the arc of a curve to the right having a radius of 6.00 feet and a central angle of 90° 00'00" to the point of beginning, containing 7.273 acres of land, more or less.

STATE OF TEXAS

COUNTY OF BEXAR

I, Marilyn Heathcock, a notary public, do hereby certify that on this 2nd day of April 1976, personally appeared before me, **PAT H. GARDNER, RICHARD L. KERR** and **EDWARD KLIWER, III**, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

In witness whereof, I have hereunto set my hand and seal this day and year above written.

Marilyn Heathcock

**Notary Public in and for
Bexar County, Texas.**