

ARTICLES OF INCORPORATION
OF
CRIPPLE CREEK OWNERS ASSOCIATION, INC.
(A Texas Non-Profit Corporation)

FILED
In the Office of the
Secretary of State of Texas
MAY 16 1984
Clerk A
Corporations Section

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation (hereinafter called the "Corporation") under the Texas Non-Profit Corporation Act (hereinafter called the "Act") do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation is CRIPPLE CREEK OWNERS ASSOCIATION, INC.

ARTICLE II

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of the duration of the Corporation is perpetual.

ARTICLE IV

PURPOSES AND POWERS

1. The Corporation does not contemplate pecuniary gain or profit to the Members thereof, and its specific and primary purpose is to provide for the preservation and maintenance of a Condominium Project, as provided in the Condominium Declaration of CRIPPLE CREEK CONDOMINIUMS (hereinafter referred to as the "Declaration"), located in Brazos County, Texas.

2. The general purposes and powers are:

a. To promote the common good, health, safety and general welfare of the residents within the Property;

b. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation arising from the Declaration applicable to the Property, as amended from

time to time, and recorded or to be recorded in the Condominium Records in the Office of the County Clerk of Brazos County, Texas, the Declaration being incorporated herein by reference for all purposes;

c. To enforce applicable provisions of the Declaration, By-Laws, any rules and regulations of the Corporation and any other instrument for the management and control of the Property;

d. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to contract for and pay all expenses in connection with the maintenance, gardening, utilities, materials, supplies and services relating to the Common Elements (as defined in the Declaration) and facilities; to employ personnel reasonably necessary for administration and control of the Common Elements, including lawyers and accountants where appropriate; and to pay all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes and special assessments which are or would become a lien on any portion of the Property;

e. To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which the Corporation under the Act may now or hereafter have or exercise;

f. To acquire (by purchase, grant or otherwise), annex and merge, 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 Corporation;

g. To borrow money, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred in accordance with the Declaration limitations; and

h. To act in the capacity of principal, agent, joint venturer, partner or otherwise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and the purposes and powers in each clause shall not be limited or restricted by reference to or inference from the terms

or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 3833 Texas Avenue, Suite 100, Bryan, Texas, 77801, and the name of its initial registered agent at such address is John Schmid.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons are:

<u>NAME</u>	<u>ADDRESS</u>
John Schmid	3833 Texas Avenue, Suite 100 Bryan, Texas 77801
Robert D. Martell	3833 Texas Avenue, Suite 100 Bryan, Texas 77801
Dennis O'Conner	3833 Texas Avenue, Suite 100 Bryan, Texas 77801

At the first (1st) annual meeting of the Members of the Association, or any annual meeting thereafter, or special meeting of the Association called for that purpose, the number of Directors may be increased to five (5).

ARTICLE VII

INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
John Schmid	3833 Texas Avenue, Suite 100 Bryan, Texas 77801
Robert D. Martell	3833 Texas Avenue, Suite 100 Bryan, Texas 77801
Dennis O'Conner	3833 Texas Avenue, Suite 100 Bryan, Texas 77801

ARTICLE VIII

MEMBERSHIP

The authorized number of and qualifications for membership in the Corporation along with the appurtenant voting rights and other privileges due Unit Owners in the Condominium Project shall be as set out in the Declaration. Every person or entity who is a record Owner of a fee or undivided fee interest in any Unit which is subject to the Declaration, including contract sellers, shall be a Member of the Corporation. 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 Unit which is subject to assessment by the Corporation.

ARTICLE IX

DISSOLUTION

The Corporation may be dissolved in accordance with the limitations set out in the Declaration. The Corporation is one which does not contemplate pecuniary gain or profit to the Members thereof, and it is organized solely for non-profit purposes. In the event of liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, the Directors shall dispose of the Property and assets of the Corporation in such manner as they, in the exercise of their discretion (as set out in the Declaration), deem appropriate; provided, however, that such disposition shall be exclusively in the furtherance of the object and purposes for which the Corporation is formed, and shall not accrue to the benefit of any Director of the Corporation or any individual having a personal or private interest in the affairs of the Corporation or any organization which engages in any activity in which the Corporation is precluded from engaging.

IN WITNESS WHEREOF, we have hereunto set our hands this 4th day
of May, A.D., 1984.



John Schmid

Robert D. Martell
Robert D. Martell

Dennis O'Connor
Dennis O'Connor

THE STATE OF TEXAS §
COUNTY OF BRAZOS §

I, the undersigned authority, a Notary Public in and for said County and State, do hereby certify that on this 4th day of May, A.D., 1984, personally appeared before me John Schmid, Robert D. Martell and Dennis O'Connor, 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 the date and year above written.

Nickie L. Simon
Notary Public in and for
The State of Texas
My Commission Expires: 11/6/85

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SECRETARY OF STATE
AUSTIN, TEXAS

DETERMINATION OF FORFEITURE PURSUANT TO SECTION 171.309, TEXAS
TAX CODE ANNOTATED

CAME TO BE CONSIDERED ON THE DATE SHOWN HEREON, FORFEITURE
OF THE CHARTER OR CERTIFICATE OF AUTHORITY OF THE
FOLLOWING CORPORATION; THE SECRETARY OF STATE FINDS AND
DETERMINES THE FOLLOWING:

CORPORATION NAME

CRIPPLE CREEK OWNERS ASSOCIATION, INC.

CHARTER NO.-TYPE	RTDB FORFEITED	CERTIFICATE/CHARTER FORFEITED
704826-01	06/23/1989	11/20/1989

THAT THE COMPTROLLER OF PUBLIC ACCOUNTS HAS NOTIFIED THIS
OFFICE THAT SAID CORPORATION HAS FAILED TO FILE A CURRENT
YEAR FRANCHISE TAX REPORT TO ESTABLISH THE EXISTENCE OF
ASSETS FROM WHICH A JUDGEMENT FOR THE FRANCHISE TAXES,
PENALTIES AND COURT COSTS MAY BE SATISFIED.
THAT THE COMPTROLLER OF PUBLIC ACCOUNTS HAS FURTHER STATED
THAT THE SAID CORPORATION HAS FAILED OR REFUSED TO REVIVE
ITS RIGHT TO DO BUSINESS.

IT IS THEREFORE ORDERED THAT THE CHARTER OR CERTIFICATE OF
AUTHORITY OF THE ABOVE NAMED CORPORATION BE AND THE SAME IS
HEREBY FORFEITED WITHOUT JUDICIAL ASCERTAINMENT AND MADE
NULL AND VOID, AND THAT THE PROPER ENTRY BE MADE UPON THE
PERMANENT FILES AND RECORDS OF SUCH CORPORATION TO SHOW
SUCH FORFEITURE AS OF THE DATE HEREOF.

008318

What are the legal obligations of a tax-exempt nonprofit?

There are strict statutory obligations that nonprofits must follow under Texas law:

- Except as provided to the contrary in the bylaws, the corporation must hold an annual meeting the members. TBOC §22.153. Notice of the meetings must be delivered between 10 and 60 days before the meeting, in person, by fax or email, or by mail. TBOC §22.156. The bylaws may provide that no notice is required (in which case, the bylaws should describe the time and place of the annual meeting). TBOC §22.157(a). If the corporation has more than 1,000 members, and if the bylaws so provide, the corporation may give notice by publication in a newspaper in the community. TBOC §22.157(b).
- The corporation must prepare an alphabetical list of the names of all of its voting members. TBOC §22.158. Unless otherwise provided for in the certificate of formation or the bylaws, members holding 1/10th of the vote constitute a quorum and a majority of the quorum is an act of the members. TBOC §22.159.
- The corporation may not make a loan to a director and any director who votes for the loan (and any officer who participates in making the loan) is jointly and severally liable to the corporation for the amount of the loan until it is repaid. TBOC §22.225.
- The corporation must maintain current and accurate financial records with complete entries of each financial transaction of the corporation. TBOC §22.352(a).
- The corporation must prepare the following annual reports in accordance with the accounting standards of the American Institute of Certified Public Accountants: a statement of support, revenue and expenses, a statement of changes in fund balances, a statement of functional expenses and a balance sheet for each fund. TBOC §22.352(b).
- The corporation must keep its records, books and annual reports at its registered or principal office for three years and make the records available to the public for inspection and copying. TBOC §22.353.
- The corporation must keep a current registered agent on record.
- The corporation must submit IRS Form 990 every tax year.
- The corporation must submit Secretary of State Form 802–General Information (Periodic Report–Nonprofit Corporation) once every four years.

How is a nonprofit organization monitored?

The Board of Directors is legally responsible for the activities of the organization, including guarding it against fraud and corruption. Private watchdog groups, such as the National Charities Information Bureau and the American Institute of Philanthropy, monitor the behavior of nonprofits in order to ensure that money is being spent appropriately and effectively. The state, through the Attorney General's office, is responsible for investigating fraud and abuse claims. The IRS monitors nonprofits by requiring annual reporting on IRS Form 990 as a condition of being tax-exempt and through its audit process. The IRS can also individually sanction officials who receive excess benefits or otherwise violate the federal tax laws applicable to nonprofit organizations. Individual donors and members can regulate the organization by withholding financial support as well. Increased media coverage has also held nonprofits accountable to their true purposes.

Form 202
(Revised 12/09)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: \$25



This space reserved for office use.

**Certificate of Formation
Nonprofit Corporation**

FILED
In the Office of the
Secretary of State of Texas
MAR 22 2010
Corporations Section

Article 1 – Entity Name and Type

The filing entity being formed is a nonprofit corporation. The name of the entity is:

Cripple Creek Owners Association, Inc.

Article 2 – Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Terry Thigpin
First Name M.I. Last Name Suffix

C. The business address of the registered agent and the registered office address is:

903 Texas Ave S College Station TX 77840
Street Address City State Zip Code

Article 3 – Management

The management of the affairs of the corporation is vested in the board of directors. The number of directors constituting the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

A minimum of three directors is required.

Director 1				
Tom		Wilkenson		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
700 Honeysuckle Dr		College Station	TX 77840	USA
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

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MAR 22 2010
Secretary of State

Director 2				
Johnny		Lee		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
904 University Oaks #147		College Station	TX	77840 USA
<i>Street or Mailing Address</i>		<i>City</i>	<i>State</i>	<i>Zip Code</i> <i>Country</i>

Director 3				
Dana		Whitaker		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
904 University Oaks #76		College Station	TX	77840 USA
<i>Street or Mailing Address</i>		<i>City</i>	<i>State</i>	<i>Zip Code</i> <i>Country</i>

OR

The management of the affairs of the corporation is to be vested in the nonprofit corporation's members.

Article 4 – Membership

(See instructions. Do not select statement B if the corporation is to be managed by its members.)

- A. The nonprofit corporation shall have members.
- B. The nonprofit corporation will have no members.

Article 5 – Purpose

(See instructions. This form does not contain language needed to obtain a tax-exempt status on the state or federal level.)

The nonprofit corporation is organized for the following purpose or purposes:

Home Owner's Association

The following text area may be used to include any additional language or provisions that may be needed to obtain tax-exempt status.

Supplemental Provisions/Information
(See instructions.)

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

Adam Hetzler, Board of Director Memeber
904 University Oaks #111 College Station, TX 77840

Rob Florance, Board of Director Member
1008 Remuda
Fort Worth, Tx 76108

Organizer

The name and address of the organizer:

Terry Thigpin, Century 21

Name

903 Texas Ave S

College Station

TX

77840

Street or Mailing Address

City

State

Zip Code

Effectiveness of Filing (Select either A, B, or C.)

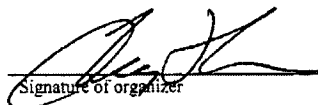
- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 02/16/2010



Signature of organizer

Terry Thigpin

Printed or typed name of organizer