

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

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MAR 10 1980

We, the undersigned natural persons of the age of twenty-one (21) 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 STONE CIRCLE 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 STONE CIRCLE 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 Office of Public Records of Real Property 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 interference 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 4343 Carter Creek Parkway, Suite 201, Bryan, Texas 77801, and the name of its initial registered agent at such address is Anthony J. Caporina.

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>
Anthony J. Caporina	4343 Carter Creek Parkway, Suite 201 Bryan, Texas 77801
Patricia Ann Caporina	4343 Carter Creek Parkway, Suite 201 Bryan, Texas 77801
Chalon Jones	4343 Carter Creek Parkway, Suite 201 Bryan, Texas 77801

ARTICLE VII

INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Anthony J. Caporina	4343 Carter Creek Parkway, Suite 201 Bryan, Texas 77801
Patricia Ann Caporina	4343 Carter Creek Parkway, Suite 201 Bryan, Texas 77801
Chalon Jones	4343 Carter Creek Parkway, Suite 201 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

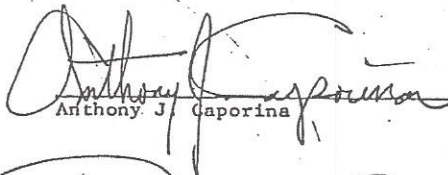
Unit Owners in the Condominium Project shall be as set out in the Declaration. Every person or entity who is a Record Owner of a fee or undivided fee interest in any Unit which is subject to the Declaration, including contract sellers, shall be a Member of the Corporation. The foregoing is not intended 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.

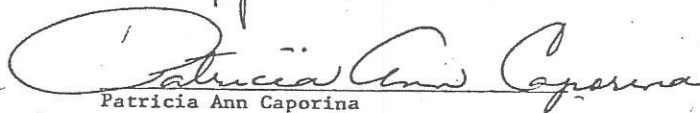
ARTICLE IX

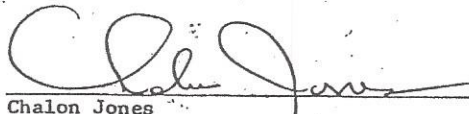
DISSOLUTION

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 27th day of February, 1980, A.D.


Anthony J. Caporina


Patricia Ann Caporina


Chalon Jones

THE STATE OF TEXAS I
COUNTY OF BRAZOS I

I, the undersigned authority, a Notary Public in and for said County and State, do hereby certify that on this ⁸⁰27th day of February, 1978, A.D., personally appeared before me ANTHONY J. CAPORINA, PATRICIA ANN CAPORINA and CHALON JONES, 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.

Dennie L. Smith
Notary Public in and for
Brazos County, Texas



STATE OF TEXAS
OFFICE OF THE SECRETARY OF STATE
AUSTIN, TEXAS 78711

GEORGE W. STRAKE, JR.
SECRETARY OF STATE

MAR. 12, 1990

ANTHONY J. CARPINA
4343 CARTER CREEK PARKWAY, SUITE 201
BRYAN, TX 77801

RE: STONE CIRCLE OWNERS ASSOCIATION, INC.
CHAPTER NUMBER 510201-1

DEAR SIR:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,
GEORGE W. STRAKE, JR.
SECRETARY OF STATE

BY: WILLIAM W. DIDLAK, JR.
DIRECTOR, CORPORATION DIVISION

TELEX: 77-6494

THE STATE OF TEXAS

COUNTY OF BRAZOS

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Anthony J. Caporina, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE THIS 25 TH DAY OF

march, A. D., 19 80.



Dennis A. Smith
Notary Public in and for
Brazos County, Texas