

JAN 19 1978

Lorna Sabin
Deputy Secretary of State

ARTICLES OF INCORPORATION
OF
THE COTERIE TOWNHOUSE ASSOCIATION

We, the undersigned, natural persons of the age of eighteen 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 a nonprofit corporation:

ARTICLE ONE

The following words when used in these Articles of Incorporation shall have the following meanings:

(a) "Corporation" shall mean and refer to the corporation incorporated hereunder.

(b) "Properties" shall mean and refer to the land and premises situated in Dallas County, Texas, as more particularly described on Exhibit "A" attached hereto and made a part hereof for all purposes, and such additions thereto as may hereafter be brought within the jurisdiction of this Corporation by annexation as provided in the Declaration (as hereinafter defined).

(c) "Declaration" shall mean and refer to that certain Declaration of Covenants and Restrictions applicable to the Properties and recorded or to be recorded in the office of the County Clerk of Dallas County, Texas, and as the same may be amended or supplemented from time to time as therein provided.

(d) "Common Areas" shall mean and refer to those areas of land designated as Common Areas or Common Green Areas on any recorded subdivision plat of the Properties and intended to be devoted to the common use and enjoyment of the Members of the Corporation, together with any and all improvements that are now or may hereafter be constructed thereon.

(e) "Lot" shall mean and refer to any plot or tract of land shown upon any recorded subdivision plat of the Properties, as amended from time to time, which is designated as a lot therein and which is or is to be improved with a residential dwelling.

(f) "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot but, notwithstanding any applicable theory of mortgage or other security device, shall not mean or refer to any mortgagee or trustee under a Mortgage or Trust Deed unless and until such mortgagee or trustee has acquired title pursuant to foreclosure or any preceeding in lieu of foreclosure.

(g) "Member" shall mean and refer to each Owner as provided herein in Article Eight and Article Nine.

(h) "Declarant" shall mean and refer to Estado Corporation, its successors and any assignee, other than an Owner, who shall receive by assignment from the said Estado Corporation all, or a portion, of its rights hereunder as such Declarant, by an instrument expressly assigning such rights as Declarant to such assignee.

ARTICLE TWO

The name of the Corporation is THE COTERIE TOWNHOUSE ASSOCIATION.

ARTICLE THREE

This Corporation is a non-profit corporation, and as such does not contemplate pecuniary gain or profit to the Members hereof, and the specific purposes for which it is formed are to provide for the acquisition, construction, management, maintenance and care of the Common Areas, and to preserve the beautification of the Common Areas, and for these purposes:

- (a) To borrow money and to 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 Corporation;
- (b) To maintain lands and streets;
- (c) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration, and reference to the Declaration is hereby made for all purposes;
- (d) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments provided for by the terms of the Declaration and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including any licenses, taxes or governmental charges which may be levied or imposed against the Common Areas or any other property owned by the Corporation;
- (e) Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Properties; provided, that no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Member, Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Member, Director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; and provided, further, that no part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE FOUR

The address of the initial registered office of the Corporation is 1402 Expressway Tower, 6116 N. Central Expressway, Dallas, Texas, and the name of its initial registered agent at such address is Jack Reimer.

ARTICLE FIVE

The period of duration of the Corporation is perpetual.

ARTICLE SIX

The business and affairs of the Corporation shall be managed by a Board of five (5) Directors, who need not be Members of the Corporation. The number of Directors may be changed by amendment of the Bylaws of the Corporation, but shall in no event be less than three (3) nor more than nine (9). The names and addresses of the persons who are to act initially in the capacity of Directors until the selection of their successors are:

Clint W. Murchison, III
1402 Expressway Tower
6116 N. Central Expressway
Dallas, Texas

Jack Reimer
1402 Expressway Tower
6116 N. Central Expressway
Dallas, Texas

Don Dixon
13601 Preston Road, Suite 717-E
Dallas, Texas

Raleigh Blakely
4949 Westgrove
Dallas, Texas

Walt Groover
13601 Preston Road, Suite 717-E
Dallas, Texas

ARTICLE SEVEN

The name and street address of each incorporator is:

William A. Thau
2200 First National Bank Building
Dallas, Texas 75202

David L. Jackson
2200 First National Bank Building
Dallas, Texas 75202

Lawrence C. Adams
2200 First National Bank Building
Dallas, Texas 75202

ARTICLE EIGHT

Every person or entity who is now or hereafter becomes an Owner shall automatically be a Member of the Corporation, and membership shall be appurtenant to and may not be sepa-

rated from ownership of any Lot which is subject to assessment by the Corporation.

ARTICLE NINE

The Corporation shall have two classes of voting membership:

Class A: Class A Members shall be all Members with the exception of Declarant. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for 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 such Lot.

Class B: The Class B Member(s) shall be Declarant. The Class B Member(s), at all times when the total number of Lots owned by the Class B Member(s) is greater than one-third (1/3) of the total number of Lots owned by Class A Members, shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership. When the total number of Lots owned by the Class A Members equals or exceeds three (3) times the total number of Lots owned by the Class B Member(s), then the Class B Member(s) shall, during the time such equality or excess continues, be entitled to only one (1) vote for every Lot owned by it. Notwithstanding any other provision of this Article, from and after January 1, 1981, the Class B Member(s) shall be entitled to only one (1) vote for each Lot in which it holds the interest required for membership.

ARTICLE TEN

The Corporation shall have power to dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority or utility for public use, PROVIDED that any such dedication, sale or transfer shall require the assent of the Members entitled to cast two-thirds (2/3) of the votes of the Members of the Corporation who are voting in person or by proxy at a meeting duly called for that purpose, written notice of which shall be given to all Members at least ten (10) days in advance (unless otherwise provided in the Bylaws of the Corporation) and shall set forth the purpose of such meeting.

ARTICLE ELEVEN

Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets both real and personal of the Corporation shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. 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 engaged in activities substantially similar to those of the Corporation and which are qualified as exempt organizations under the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue law.

IN WITNESS WHEREOF, we have hereunto set our hands this 27th day of December, 1977.

W. A. Thau
Laurence C. Adams
[Signature]

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

I, Deborah Rydman, a Notary Public, do hereby certify that on this the 27th day of December, 1977, personally appeared before me WILLIAM A. THAU, DAVID L. JACKSON and LAWRENCE C. ADAMS 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 day and year above written.

Deborah L. Rydman
Notary Public in and for
Dallas County, Texas

DEBORAH L. RYDMAN

My Commission Expires:

6-23-79

EXHIBIT "A"

Being all that certain property located in Dallas, Dallas County, Texas, and consisting of Lots 1 through 14, inclusive, in Block C/7435, of the City of Dallas, Dallas County, Texas, together with the Floodway Management Area adjacent thereto, Lots 1 through 23, inclusive, in Block D/7435 of the City of Dallas, Dallas County, Texas, Twinoaks Circle, areas marked common Green Area No. 1, Common Green Area No. 2 and the portion of Hughes Lane to the center line thereof adjoining the above described property, all as shown on a subdivision plat thereof recorded in Volume 77143, Page 1897 of the Map Records of Dallas, County, Texas.