

AUG 08 2007

**Corporations Section**

**CERTIFICATE OF FORMATION**

**OF**

**CREEK ROAD RANCH HOMEOWNERS ASSOCIATION, INC.**

The undersigned natural person of the age of eighteen (18) years or more, acting as sole organizer of a domestic non-profit corporation under the Texas Business Organizations Code, does hereby adopt the following Certificate of Formation for such corporation:

**ARTICLE I.**

The name of the corporation is Creek Road Ranch Homeowners Association, Inc., a Texas nonprofit corporation (the "Association").

**ARTICLE II.**

The Association is a domestic nonprofit corporation.

**ARTICLE III.**

The Association is organized in accordance with, and shall operate for nonprofit purposes pursuant to, the Texas Business Organizations Code, and does not contemplate pecuniary gain or profit to its members. The Association is formed for the sole purpose of exercising all of the power and privileges, and performing all of the duties and obligations, of the "Association", as defined and set forth in that certain Declaration of Protective Covenants for Creek Road Ranch, recorded in Volume 2041, Page 548, Official Records of Hays County, Texas (said Declaration, as amended and supplemented from time to time, the "Declaration"). Without limiting the generality of the preceding sentence, the Association is organized to maintain, preserve and provide architectural control for the Property and Common Area (as such terms may be defined

in the Declaration from time to time), and to promote the health, safety and welfare of the residents of the Property, and in the exercise of these purposes:

(a) to fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments arising pursuant to the terms of the Declaration;

(b) to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Association's property; and

(c) to have and to exercise any and all powers, rights and privileges which a nonprofit corporation organized under the Texas Business Organizations Code may now or hereafter have or exercise, subject to any limits set forth in the Declaration.

The above statement of purposes shall be construed as a statement of both purposes and powers. The purposes and power stated in each of the above clauses shall not be limited or restricted by reference to, or inference from, the terms and provisions of any other such clause, but shall be broadly construed as independent purposes and powers.

No part of the Association's property, whether income or principal, shall inure to the benefit of, or be distributable to, its members, directors, officers or employees, or any person having a personal or private interest in the activities of the Association, nor shall any of said persons receive or be entitled to receive any payment from the Association except reasonable compensation for personal services actually rendered in carrying out the Association's purposes. Nothing contained in this Certificate authorizes the Association to carry on any activity for the profit of its members.

#### ARTICLE IV.

The street address of the initial registered office of the Association is 1009 W. 6<sup>th</sup> Street, Austin, Texas 78703. The name of its initial registered agent at such address is Whit Hanks.

#### ARTICLE V.

The direction and management of the affairs of the Association and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons as the bylaws may fix, provided that the number of directors shall not be fewer than three (3). The original number of directors shall be three (3). The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the Association. The names and addresses of the persons who shall serve as directors of the Association until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Whit Hanks	1009 W. 6 <sup>th</sup> Street Austin, Texas 78703
Pam Rutkowski	1009 W. 6 <sup>th</sup> Street Austin, Texas 78703
Doug Phillip	1009 W. 6 <sup>th</sup> Street Austin, Texas 78703

#### ARTICLE VI.

The initial bylaws of the Association shall be adopted by its Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors.

#### **ARTICLE VII.**

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the Association's assets exclusively for the purposes of the Association in such manner as the Board of Directors shall determine, and the laws of the State of Texas may permit, notwithstanding any provision to the contrary which may be contained in Section 22.304 of the Texas Business Organizations Code.

#### **ARTICLE VIII.**

Membership in the Association shall be dependent upon ownership of a qualifying property interest as defined and set forth in the Declaration. Any person or entity acquiring such a qualifying property interest shall automatically become a member of the Association, and such membership shall be appurtenant to, and shall run with, the property interest. The foregoing shall not be deemed or construed to include persons or entities holding an interest merely as security for performance of an obligation. Membership may not be severed from or in any way transferred, pledged, mortgaged, or alienated except together with the title to the qualifying property interest, and then only to the transferee of title to said property interest. Any attempt to make a prohibited severance, transfer, pledge, mortgage, or alienation shall be void.

#### **ARTICLE IX.**

Voting rights of the members of the Association shall be determined as set forth in the Declaration. No owner, other than the Declarant under the Declaration, shall be entitled to vote at any meeting of the Association until such owner has presented to the Association evidence of

ownership of a qualifying property interest. The vote of each owner may be cast by such owner or by proxy given to such owner's duly authorized representative.

#### **ARTICLE X.**

No director of the Association shall be personally liable to the Association or its members for monetary damages for an act or omission in the director's capacity as director, except to the extent expressly provided by a statute of the State of Texas.

If the Texas Business Organizations Code is amended to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Texas Business Organizations Code, as amended.

Any repeal or modification of this Article by the members of the Association shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification. Any repeal or modification of those provisions in the Texas Business Organizations Code that concern the limitation of director liability shall not be construed to affect adversely any right or protection of a director of the Association existing at the time of such repeal or modification unless such adverse construction is required by law.

#### **ARTICLE XI.**

Any action required by law to be taken at a meeting of the members or directors of the Association, or any action which may be taken at a meeting of the members, directors or of any committee, may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of members, directors or committee members necessary to take that action

at a meeting at which all of the members, directors, or committee members entitled to vote on the action are present and voting.

**ARTICLE XII.**

The name and street address of the sole organizer is:

<u>Name</u>	<u>Address</u>
Ann E. Vanderburg	814 West 10 <sup>th</sup> Street Austin, Travis County, Texas 78701

**EXECUTED BY THE UNDERSIGNED ORGANIZER** on this 8<sup>th</sup> day of August, 2007.

  
**ANN E. VANDERBURG**