

The State of Texas

Secretary of State

AUG. 26, 1992

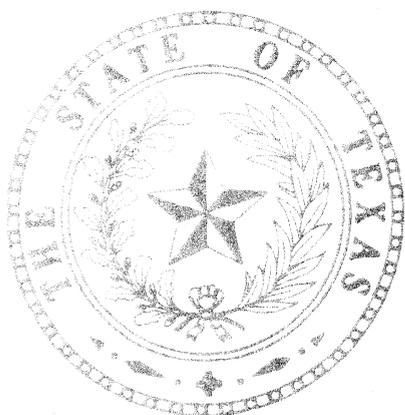
CONI LEFEBVRE
P.O. BOX 26206
AUSTIN ,TX 78755

RE:
LONG CANYON PHASE II HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01242439-01

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.

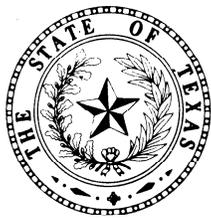
AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU 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,

John Hannah Jr
Secretary of State



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

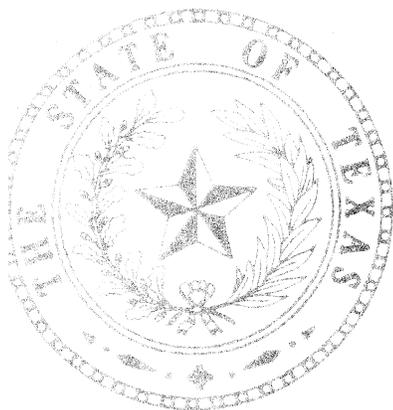
LONG CANYON PHASE II HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01242439

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED AUG. 26, 1992



John Hannah Jr.
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

AUG 26 1992

Corporations Section

ARTICLES OF INCORPORATION
OF

LONG CANYON PHASE II HOMEOWNERS ASSOCIATION

ARTICLE I

The name of the corporation is LONG CANYON PHASE II HOMEOWNERS **ASSOCIATION, INC.**, hereafter called the "Association".

ARTICLE II

The Association is a non-profit corporation.

ARTICLE III

The period of duration of the Association is perpetual.

ARTICLE IV

The purposes for which the Association is formed are to provide for the acquisition, construction, management, maintenance and care, including the architectural control over the residential development of, that **certain** piece of property described as:

All of Long Canyon subdivision Phase 2, Section IIA, being 153.55 acres out of the M.E. Ringstaff Survey No. 4, and **J. B. Preece** Survey No. 4, Travis County, Texas, as recorded in the Plat Records of Travis County, Texas; 95.055 acres of land platted as LONG CANYON II-B, a subdivision of record recorded in Book 85, Pages **25B, 25C, 25D**, Plat Records of Travis County, Texas; and 8.450 acres of land **platted** as LONG CANYON II-C, a subdivision of record in Book 85, Page **13D**, Plat Records of Travis County, Texas.

and to promote the health, safety and welfare of the residents within the above described property and **any** additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

In furtherance of said purposes, this Association shall have the power 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 aforesaid property and recorded in Volume 8664, Page 355 et seq of the Real Property Records of Travis County, Texas, and as the same may be amended from time to time as **therein provided**, said Declaration being incorporated herein by reference as if set forth verbatim;

B. Fix, **levy**, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses **necessary** and incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the 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, by vote or written consent, of fifty percent (50%) of all members, mortgage, pledge, deed in trust, or hypothecate any and all of its real or personal property **as** security for money borrowed or debts incurred;

E. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes **provided that any** such merger or consolidation shall have the assent of fifty percent (50%) of all members;

F. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas **Non-Profit Corporation Act** by law may now or hereafter have or exercise:

G. Annex additional residential property and easements provided that any such annexation shall have the assent of fifty percent (50%) of all members.

ARTICLE V

Each owner of a lot is a member of the Association. Membership in the Association shall be appurtenant to and shall automatically follow the legal ownership of each lot and may not be separated from such ownership. Only lot owners shall be members of the Association.

ARTICLE VI

The street address of the initial registered office of the Association is 6912 Dogwood Hollow, Austin, Texas, 78750, and the name of its initial registered agent at such address is **Coni** Lefebvre.

ARTICLE VII

The number of directors constituting the initial board of directors of the Association is three, and the names and addresses of the persons who are to serve as the initial directors are:

Coni Lefebvre	6912 Dogwood Hollow Austin, Texas 78750
Ron A. Lefebvre	6912 Dogwood Hollow Austin, Texas 78750
Craig Krumwiede	8908 Bell Mountain Dr. Austin, Texas 78730

ARTICLE VIII

The name and street address of the incorporator is:

Coni Lefebvre	6912 Dogwood Hollow Austin, Texas 78750
----------------------	--

ARTICLE IX

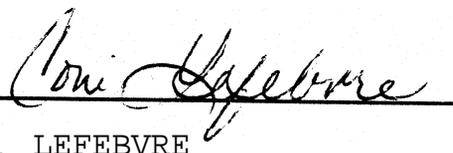
No part of the net earnings of the Association shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered **to pay** reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation

exempt from Federal Income Tax under Section 501c of the Internal Revenue Code.

ARTICLE X

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 assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for purposes similar to the Association as shall at the time qualify as an exempt organization or organizations. Any such assets not so disposed of shall be disposed of by a court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

EXECUTED this 26th day of August, 1992.



CON1 LEFEBVRE

Incorporator

STATE OF TEXAS
COUNTY OF TRAVIS

This instrument was sworn, to and acknowledged before me
on the 26th day of August, 1992, by Coni Lefebvre.



Karen K. Mullins
Notary Public, State of Texas
Printed Name: Karen K. Mullins
Commission expires: June 14, 1993