

ARTICLES OF INCORPORATION
OF
HILLTOP HOMEOWNERS' ASSOCIATION, INC.

The undersigned natural person of the age of eighteen (18) years or more, and a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation is HILLTOP HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the Corporation is organized are to act as agent for the property owners of Hilltop Estates, a planned development in the City of Balch Springs, Dallas County, Texas (the "Subdivision"), to be established pursuant to that certain Declaration of Covenants, Conditions and Restrictions for Hilltop Estates, a subdivision in Dallas County, to be dated effective as of June 30, 1992 and to be filed for record in the Deed Records of Dallas County, Texas (the "Declaration") including any amendments or supplements thereto, and for any and all other property which is accepted by this Corporation for similar purposes, those purposes being as follows:

- a. To exercise all of the power and privileges and perform all of the duties and obligations of the Corporation as set forth in the Declaration;
- b. To affix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; and, as agent, pay all expenses in connection therewith and all office and other expenses including all licenses, taxes or governmental charges levied or imposed against the property of this Corporation and to make disbursements, expenditures and payments on behalf of the said property owners as

required by the Declaration and the By-Laws of the Corporation; and to hold as agent for said property owners reserves for periodic repairs and capital improvements to be made as directed by the property owners acting through the Board of Directors of the Corporation;

- c. To acquire by gift, purchase or otherwise, to own, hold, improve, build upon, operate, maintain, use or to otherwise dispose of real or personal property in connection with the affairs of this Corporation subject to the limitations set forth in the Declaration;
- d. To borrow money, to mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred subject to the limitations set forth in the Declaration;
- e. To provide general sanitation and cleanliness of common areas;
- f. To provide upkeep and maintenance of common areas and of building exteriors as provided in the Declaration;
- g. To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of the Hilltop Estates in accordance with the Declaration;
- h. To have and to exercise any and all powers, rights and privileges a corporation organized under the Non-Profit Corporation Law of the State of Texas, many now or hereinafter exercise.

ARTICLE V

The street address of the initial registered office of the Corporation is 12160 Abrams Road, Suite 509, Dallas, Texas 75243 and the name of the initial registered agent at such address is Peter L. Cantrell.

ARTICLE VI

The number of Directors of the Corporation shall be fixed by the By-Laws of the Corporation but shall not be less than three (3). The number of Directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Peter L. Cantrell	12160 Abrams Road, Suite 509 Dallas, Texas 75243
William H. Rogers, III	12160 Abrams Road, Suite 509 Dallas, Texas 75243
Ann Q. Rogers	12160 Abrams Road, Suite 509 Dallas, Texas 75243

ARTICLE VII

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert T. Gowan	2777 Stemmons Freeway, Suite 497 Dallas, Texas 75207

ARTICLE VIII

Each and every Owner of a Lot within the Subdivision shall automatically become, and must remain, a member in good standing of the Corporation during such Owner's period of ownership of such Lot or portion thereof. Such membership shall be appurtenant to each Lot and may not be severed from or held separately therefrom.

A Member of the Corporation shall be considered to be a Member in good standing and eligible to vote if such Member:

- a. has, not less than seven (7) days prior to the taking of any vote by the Corporation, fully paid all assessments or other charges levied by the Corporation then due and payable, as such assessments or charges are provided for in the Declaration;
- b. does not have a lien filed by the Corporation against its Lot; and
- c. has discharged other obligations to the Corporation as may be required of Members hereunder.

The Board shall have sole responsibility and authority for determining the good standing status of any Member at any time, and shall make such determination with respect to all Members prior to a vote being taken by the Corporation on any matter. The Board shall have the right and authority, in its sole discretion, to waive the seven (7) days prior payment requirement established

herein and require only that such payment be made at any time before any such vote is taken if the Board shall determine, in its own judgment, that extenuating circumstances exist which have prevented a particular member from meeting any or all of the three requirements stated herein at or before seven (7) days in advance of any vote. Any Member not conforming with the provisions of this Article shall be declared by the Board to be not a Member in good standing and unless the time requirement hereunder is specifically waived by the Board in writing prior to any matters before the Corporation until such time as Member in good standing status is attained and so declared by the Board.

The Corporation shall have two (2) classes of voting membership:

- a. 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 owned, or portion thereof. When two (2) or more persons or entities hold undivided interests in any Lot, all such persons or entities shall be Class A Members; provided, however, that the vote for such Lot shall be exercised as they, among themselves, determine, and in no event shall more than one (1) vote be cast with respect to each Lot.
- b. CLASS B. The "Class B Member" shall be the Declarant. The Class B Member shall be entitled to three (3) votes for each Lot owned. Notwithstanding anything contained herein to the contrary, the Class B membership shall cease and be converted to Class A membership upon the happening of the earlier to occur of the following events:
 1. When the total votes outstanding in the Class A membership equal twice the total votes outstanding in the Class B memberships; or
 2. June 30, 2022.

Voting, quorum and notice requirements, and the assignability of voting rights shall be as set forth in the Declaration or the Bylaws of the Corporation.

The membership of a person or entity in the Corporation shall terminate automatically whenever such person or entity ceases to be an Owner, except that such termination shall not release or relieve any such person or entity from any liability or obligation incurred under or in any way connected with the Corporation or the Declaration during the period of ownership, nor impair any rights or remedies which the Corporation or any other Owner has with regard to such former Owner.

The terms "Owner", "Member", "Board", "Declarant", "Supplemental Declaration", and any other term as used herein which appears and is defined in the Declaration shall have the same meaning as set forth in the Declaration.

ARTICLE IX

The Corporation is a non-profit corporation, without capital stock, organized solely for the purposes specified in Article IV; and no part of its property whether income or principal, shall ever inure to the benefit of any Director, officer, or employee of the Corporation, or of any individual having a personal or private interest in the activities of the Corporation nor shall any such Director, officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the Corporation except a reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out one (1) or more of its stated purposes.

ARTICLE X

The affairs of the Corporation shall be managed by the Board of Directors and voting of the membership and/or of the Board of Directors shall be as stated in the Declaration or the Bylaws of the Corporation.

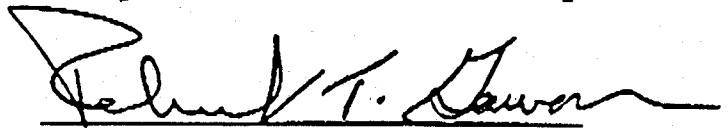
ARTICLE XI

A director is not liable to the Corporation or Members for monetary damages for an act or omission in the Director's capacity as a Director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE XII

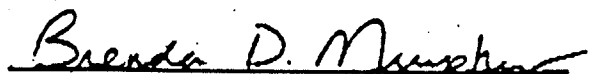
The Corporation may indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provision in the Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, Members, or others related to the Corporation.

IN WITNESS WHEREOF, I hereunto set my hand this the 29th day of June, 1992.


Robert T. Gowan

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, do certify that on this 29th day of June, 1992, personally appeared before me Robert T. Gowan, who being by me duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.


Notary Public, State of Texas



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