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in the Office of the
Secretary of State of Texas

OCT 0 8 1997

Corporations Section

ARTICLES OF INCORPORATION

OF

SILVERBROOK ASSOCIATION, INC.

We, the undersigned. natural persons. of the age of twenty-one (21) 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 such corporation:

ARTICLE I.

The name of the corporation is SILVERBROOK ASSOCIATION, INC.

ARTICLE II.

The corporation is a non-profit corporation and shall have all of the powers specified hereafter in the Texas Non-Profit Corporation Act.

ARTICLE III.

The period of duration of the corporation is perpetual.

ARTICLE IV.

The purposes for which this corporation is organized are to generally manage the business and affairs of the owners of lots subject to the Declaration of Protective Covenants for Silverbrook Subdivision, Units 1 & 1A. and other platted lots that may be annexed into this Association, as filed, or to be filed. in the Real Property Records of Bexar County, Texas (the "Declaration") as provided in said Declaration, as it may be amended.

Without limiting the foregoing general purpose of this corporation, this corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as Silverbrook Subdivision, Units 1 & 1A, a subdivision in Bexar County. Texas. according to the plats to be recorded in the Deed and Plat Records of Bexar 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 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 Protective Covenants. applicable to the property and recorded

or to be recorded in the Office of the County Clerk of Bexar County, Texas and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length; (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 in connection therewith and all office and other expenses 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 of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred: (e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer; (f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; and (g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have or exercise.

ARTICLE V.

The name of the initial registered agent of the corporation is Jesse Murphy and the street address of its initial registered office is 4800 Fredericksburg Road, San Antonio, Texas 78229.

ARTICLE VI.

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 Directors are:

Lawrence Hammer	4800 Fredericksburg Road San Antonio, Texas 78229
Jesse Murphy	4800 Fredericksburg Road San Antonio, Texas 78229
Herb Quiroga	4800 Fredericksburg Road San Antonio, Texas 78229

ARTICLE VII.

The name and address of each incorporator is:

Lawrence Hammer	4800 Fredericksburg Road San Antonio. Texas 78229
Jesse Murphy	4800 Fredericksburg Road San Antonio, Texas 78229
Herb Quiroga	4800 Fredericksburg Road San Antonio, Texas 78229

ARTICLE VIII.

The initial Board of Directors shall hold office until such time as at least 25% of the lots within the properties covered by the Declaration are owned by persons or entities other than the "Declarant" named in the Declaration at which time the initial Board of Directors shall call a special meeting of only the Class A members for the purpose of holding an election to elect a director to replace one of the said initial directors (the retiring director to be determined by the members of the initial Board of Directors). said director so elected to serve until the next regular annual meeting of the members of the corporation. The two remaining members of the initial Board of Directors shall continue to hold office until such time as the voting rights of the Class B membership of the corporation shall be automatically converted to the same voting rights as the Class A membership (as specified below). at which time the Board of Directors shall call a special meeting of all members of the corporation for the purpose of holding an election to select another director to replace one of the two remaining members of the initial Board of Directors. said director so elected to serve until the next regular annual meeting of the members of the corporation. The then remaining members of the initial Board of Directors shall continue to hold office until such time as the Class B members have sold to other persons or entities all residential lots in Silverbrook Subdivision. Units 1 & 1A and in any other areas duly annexed thereto in accordance with the provisions of the Declaration.

The judgment of the Directors, whether the directors are the initial directors or substitute or successor directors, in the expenditure of funds of the corporation shall be final and conclusive so long as such judgment is exercised in good faith.

The Bylaws of the corporation shall be adopted by the initial Board of Directors and shall thereafter be amended or altered as provided therein.

The following shall apply to the corporation and its members:

(a) The members of the corporation shall be the owners of lots within the properties

described by the Declaration.

(b) Each lot, whether owned by one or more parties, shall be entitled to the votes as follows:

The Corporation shall have two classes of voting membership:

Class A. Class A members shall be all owners, with the exception of the Declarant, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members, but in no event shall more than one vote be cast with respect to any such lot. The vote for such lot shall be exercised as such multiple owners determine, but if such multiple owners cannot agree as to how the vote will be cast, the vote as to that particular voting matter shall be forfeited.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A memberships on the happening of the first to occur of the following events:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) December 31, 2007.

Notwithstanding the foregoing, it is specifically provided, however, that, if at any time other areas are duly annexed to Silverbrook Subdivision, Units 1 & 1A in the manner provided by the Declaration, the voting rights as to lots owned by the Class B membership shall (if previously converted to one vote per lot) automatically revert to three (3) votes for each lot owned until such time as the total votes outstanding in the Class B membership throughout the aforementioned subdivision and any duly annexed area, collectively, shall equal or exceed the total votes outstanding in the Class B membership throughout such total area, or until December 31, 2007, whichever date occurs first, at which time Class B voting rights shall be automatically converted to one (1) vote for each lot owned.

(c) The affairs of the corporation shall be managed by its Board of Directors. Such Directors need to be members of the Association.

ARTICLE IX.

DISSOLUTION

The corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created or shall be

distributed to the members of the Association as of the time of dissolution on a per lot basis, as the Class A membership of the Association so chooses. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X.

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

IN WITNESS WHEREOF, we have hereunto set our hands this the 31st day of October, 1997.

LAWRENCE HAMMER

JESSE MURPHY

HERB QUIROGA

STATE OF TEXAS §

COUNTY OF BEXAR §

I, the undersigned Notary Public in and for Bexar County, Texas, do hereby certify that on this 31st day of October, 1997, before me personally appeared Lawrence Hammer, who being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.

TERRI L. HORN
Notary Public, State of Texas
My Commission expires
July 12, 2001

Notary Public, State of Texas

STATE OF TEXAS §

COUNTY OF BEXAR §

I, the undersigned Notary Public in and for Bexar County, Texas, do hereby certify that on this 3rd day of October, 1997, before me personally appeared Jesse Murphy, who being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.

TERRI L. HORN
Notary Public, State of Texas
My Commission expires
July 12, 2001

Terri L Horn
Notary Public, State of Texas

STATE OF TEXAS §

COUNTY OF BEXAR §

I, the undersigned Notary Public in and for Bexar County, Texas, do hereby certify that on this 3rd day of October, 1997, before me personally appeared Herb Quiroga, who being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.

TERRI L. HORN
Notary Public, State of Texas
My Commission expires
July 12, 2001

Terri L Horn
Notary Public, State of Texas

After recording, return to:
Kaufman And Broad
ATTN: LEGAL DEPARTMENT
P. O. Box 5250
San Antonio, Texas 78201