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FILED
In the Office of the
Secretary of State of Texas

The State of Texas

Secretary of State

JAN 13 1994

JOHN HANNAH, JR.
SECRETARY OF STATE

Corporations Section
CHARTER NO. 00545019-01
ARTICLE 9.01, T.N.P.C.A. REPORT
FILING FEE \$5.00

PURSUANT TO THE PROVISIONS OF ARTICLE 9.01 OF THE TEXAS NON-PROFIT CORPORATION ACT, THE UNDERSIGNED CORPORATION HEREBY FILES ITS REPORT SETTING FORTH:

1. THE NAME OF THE CORPORATION IS:

MOUNTAIN RIDGE ESTATES, INC.

2. IT IS INCORPORATED UNDER THE LAWS OF: TEXAS

3. THE STREET ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF TEXAS IS: ~~4706 ALABAMA EL PASO, TX 79930~~
(MAKE ANY CHANGES HERE) 6044 Gateway Blvd. East - Suite 901
El Paso, Texas 79905

4. ITS REGISTERED AGENT AT SUCH ADDRESS IS: ~~G.E. WOLF~~
(MAKE ANY CHANGES HERE) James A. Davoss

5. IF A FOREIGN CORPORATION, THE STREET ADDRESS OF ITS PRINCIPAL OFFICE IN THE STATE OR COUNTRY UNDER THE LAWS OF WHICH IT IS INCORPORATED IS:

6. THE NAMES AND RESPECTIVE ADDRESSES OF ITS DIRECTORS (OR TRUSTEES, ETC.) AND OFFICERS ARE: (NAME AT LEAST 3)

NAME	TITLE	ADDRESS
Larry A. Sutton	President	6851 Ridge Top Dr.
F.J. Adams, Sr.	Vice President	3245 Mt. Ridge Dr.
Sylvia Trepanier	Secretary	6909 Ridale Way
Francys R. Hughes	Treasurer	6908 Ridale Way

7. THE FOREGOING INFORMATION IS GIVEN AS OF THE DATE OF THE EXECUTION OF THIS REPORT:

DATED Jan. 6, 19 94

Mountain Ridge Estates
Homeowners Association, Inc.

RECEIVED
SECRETARY OF STATE

NAME OF CORPORATION

JAN 13 1994

BY
(SIGNATURE)

CORPORATIONS SECTION
MAIL CLERK 8

ITS President
(TITLE OF OFFICER SIGNING)

NOTE: ALL ITEMS MUST BE COMPLETED. MAKE CHANGES TO ITEMS 3 AND 4 AS NECESSARY. RETURN TO SECRETARY OF STATE, CORPORATIONS SECTION, P.O. BOX 13697, AUSTIN, TEXAS 78711-3697 WITH A \$5.00 FEE.

ARTICLES OF INCORPORATION

OF

MOUNTAIN RIDGE ESTATES, INC.

FILED
In the Office of the
Secretary of State of Texas

JAN 02 1981

CLERK J C
Corporation Division

In compliance with the requirements of the Non-Profit Corporation Act of the State of Texas, the undersigned, all of whom are citizens of the State of Texas, and all of whom are eighteen (18) years of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is MOUNTAIN RIDGE ESTATES, INC., hereafter called the "Association", and is a non-profit corporation.

ARTICLE II

The principal office of the Association is located at 4706 Alabama, El Paso, Texas 79930.

ARTICLE III

The post office address of the corporation's initial registered office is 4706 Alabama, El Paso, Texas 79930, and the name of its initial registered agent at such address is C. E. Wolf.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association 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 control of the Common Areas within that certain tract of property described as:

MOUNTAIN RIDGE ESTATES, being a portion of Tract 17-A, Section 14, and a portion of Section 13, Block 81, Township 2, City of El Paso, El Paso County, Texas, according to the map of Mountain Ridge Estates, prepared by Conde, Inc., which map will be filed in the Plat Records of El Paso 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 Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Clerk of El Paso 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 non-profit 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;

(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

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. It is the intention that the record owners of each building site shall be entitled to one membership.

ARTICLE VI

VOTING RIGHTS

The Association 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. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B members 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 membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on November 1, 1983.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association.

The Board of Directors shall increase to nine (9) members at such time as the sale of nine (9) Lots in said addition have been closed to Lot owners. Notwithstanding the foregoing, the number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

C. E. WOLF	4706 Alabama El Paso, Texas 79930
AARON WECHTER	5829 N. Mesa El Paso, Texas 79912
E. HUGH KEELER	1816 Andalucia Drive El Paso, Texas 79935

At such time as the membership of the Board increases to nine members, then at the first annual meeting thereafter the members shall elect three (3) Directors for a term of one year, three (3) Directors for a term of two years and three (3) Directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VIII

DISSOLUTION

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

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

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

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporations of this Association, have executed these Articles of Incorporation this 28 day of November, 1980.

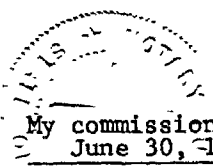
C. E. Wolf
C. E. WOLF

Aaron Wechter
AARON WECHTER

E. Hugh Keeler
E. HUGH KEELER

THE STATE OF TEXAS §
 §
COUNTY OF EL PASO §

I, the undersigned, a Notary Public, do hereby certify that on this 28th day of November, 1980, personally appeared before me C. E. WOLF, AARON WECHTER and E. HUGH KEELER, 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.



Bates Bell
Notary Public in and for the State of Texas.

My commission expires: June 30, 1984