

CERTIFICATE OF FORMATION
VILLA ESPANOLA II HOMEOWNERS ASSOCIATION, INC., a
NONPROFIT CORPORATION

ARTICLE I - ENTITY NAME AND TYPE

The filing entity being formed as a nonprofit corporation. The name of the entity is: Villa Espanola II Homeowners Association, Inc.

ARTICLE 2 - REGISTERED AGENT AND REGISTERED OFFICE

- A. The initial registered agent is an individual resident of the State by the name Of: Suleiman Masoud.
- B. The business address of the registered agent and the registered office address is: 5941 Fiesta Drive, Suite "A," El Paso, Texas 79912.

ARTICLE 3 - MANAGEMENT

The management of the affairs of the corporation is vested in the board of directors. The number of directors constituting the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows [*a minimum of 3 directors required*].

Suleiman Masoud P.O. Box 220251 El Paso, Texas 79913	Judith Masoud P.O. Box 220251 El Paso, Texas 79913	Enrique Escobar 301 E. Borderland, Space 73 El Paso, Texas 79932
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ARTICLE 4 - MEMBERS

The nonprofit corporation shall have members.

ARTICLE 5 - PURPOSE

This nonprofit corporation is formed for the purpose of providing for the acquisition, construction, management, maintenance, and care of the property owned by the corporation, with respect to a subdivision, development, or similar area substantially all of the lots or buildings of which may only be used by individuals for residences.

SECTION 6 - MANNER OF DISTRIBUTION

Upon its winding up, the nonprofit corporation will distribute its assets as follows:

1. Property held by the nonprofit corporation on a condition requiring return, transfer or conveyance because of the winding up or termination of the corporation shall be returned, transferred, or conveyed in accordance with that requirement; and
2. Any remaining property shall be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3), or described by Section 170(c)(1) or (2) of

the Internal Revenue Code as provided in a plan of distribution adopted by the nonprofit corporation under the Texas Business Organizations Code.

SUPPLEMENTAL PROVISIONS/INFORMATION

A governing person of this corporation is not liable to this corporation for monetary damages for an act or omission by the person if such act or omission is taken in the person's capacity as a governing person, unless the governing person is found liable for:

1. A breach of the person's duty of loyalty, if any, to the nonprofit corporation;
2. An act or omission not in good faith that
 - a) constitutes a breach of duty of the person to the nonprofit corporation; or
 - b) involves intentional misconduct or a knowing violation of law;
3. A transaction from which the person received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of the person's duties; or
4. An act or omission for which the liability of a governing person is expressly provided by applicable statute.

ORGANIZER

The name and address of the organizer: Suleiman Masoud, P.O. Box 220251, El Paso, Texas 79913.

EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the Secretary of State.

EXECUTION

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Signed this the 27th day of May, 2008.



SULEIMAN MASOUD, Organizer