

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVERS LICENSE NUMBER.

**CERTIFICATE OF RECORDING POA DOCUMENTS
PURSUANT TO §202.006 TEXAS PROPERTY CODE**

INSTRUMENTS ATTACHED FOR RECORDING OR PREVIOUSLY RECORDED:

1. Articles of Incorporation of El Paso Stonegate Homeowner's Association, Inc., filed in the Office of the Secretary of State of Texas on June 23, 1997 (7 pages)
2. Protective Covenants Vista del Sol One Hundred Thirty Six to the City of El Paso, filed in the Real Property Records of El Paso County, Texas, under Clerk's File No. 96057454 (6 pages)
3. Amendment to Protective Covenants Pertaining to Vista del Sol One Hundred Thirty Six, filed in the Real Property Records of El Paso, under Clerk's File No. 97001147 (2 pages)
4. Declaration and Master Deed Stonegate Subdivision, filed in the Real Property Records of El Paso, under Clerk's File No. 98027239 (16 pages)
5. Supplemental Declaration and Master Deed for Vista del Sol Unit One Hundred Thirty Six Stonegate Subdivision, filed in the Real Property Records of El Paso, under Clerk's File No. 20050062092 (2 pages)
6. Bylaws of El Paso Stonegate Homeowner's Association, Inc.(10 pages)
7. First Amendment to Bylaws of El Paso Stonegate Homeowner's Association, Inc.(2 pages)

PROPERTY DESCRIPTION: (include platted subdivision name & plat recording data)

Vista del Sol Unit One Hundred Thirty Six, as described on Exhibit "A" attached hereto.

POPULAR NAME OF DEVELOPMENT: (if different from platted subdivision name)

Stonegate Subdivision

DECLARATION TO WHICH SUBDIVISION IS SUBJECT: (initial recording data)

Protective Covenants Vista del Sol One Hundred Thirty Six to the City of El Paso, filed in the Real Property Records of El Paso County, Texas, under Clerk's File No. 96057454.

NAME OF PROPERTY OWNERS ASSOCIATION: (include legal and popular names, if more than one.)

Vista del Sol Unit One Hundred Thirty Six, also known as El Paso Stonegate Homeowner's Association, Inc.

CERTIFICATION & EXECUTION

I hereby certify that I have been instructed by the Board of Directors of El Paso Stonegate Homeowner's Association, Inc., a Texas property owners association, to execute this Certificate to effect the recording of the instruments attached hereto on behalf of the property owners association, for the purpose of complying with the requirements of Property Code Section 202.006.

EL PASO STONEGATE HOMEOWNER'S ASSOCIATION, INC., a Texas property owners association

By: DANA Properties, Inc., a Delaware Corporation, its managing agent

By: 

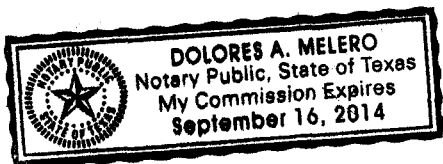
Sheldon Wheeler, Association Manager

STATE OF TEXAS §

§

COUNTY OF EL PASO §

This instrument was acknowledged before me on this 4th day of April, 2012 by Sheldon Wheeler, Association Manager of DANA Properties, Inc., a Delaware Corporation, on behalf of the sole proprietorship in the capacity as managing agent of El Paso Stonegate Homeowner's Association, Inc., a Texas property owners association, on behalf of the association.



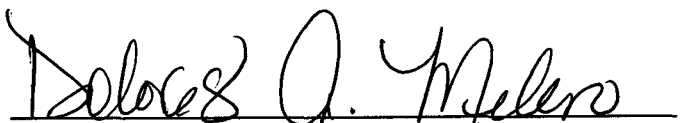

Notary Public, State of Texas

EXHIBIT "A"
TO CERTIFICATE OF RECORDING POA DOCUMENTS
PURSUANT TO §202.006 TEXAS PROPERTY CODE

DESCRIPTION OF SUBDIVISION

Being all of the real property that is subject to the Protective Covenants Vista del Sol One Hundred Thirty Six to the City of El Paso, filed under Clerk's File No. 96057454, in the Real Property Records of El Paso County, Texas, including the property platted as follows:

The plat of the Subdivision is recorded in Volume 71, Page 65, Real Property Records, El Paso County, Texas.

**ARTICLES OF INCORPORATION
OF
EL PASO STONEGATE HOMEOWNER'S ASSOCIATION, INC.
A NONPROFIT CORPORATION**

FILED
In the Office of the
Secretary of State of Texas
JUN 23 1997
Corporations Section

The undersigned natural person of legal age, a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, as set forth in Article 1396-1.01 et seq. of the Texas Revised Statutes, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, referred to in these articles as the association, is El Paso Stonegate Homeowner's Association, Inc. The association is a nonprofit corporation.

ARTICLE II

A. The specific primary purposes for which the association is formed are to provide for the upkeep maintenance and repair of certain landscaped areas and median areas within a certain subdivided tract of real property described as follows: Vista Del Sol Unit 136 an addition to the City of El Paso, County of El Paso, State of Texas as contained in the plat records of the City of El Paso, County of El Paso, State of Texas and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions to it as may hereafter be brought within the jurisdiction of the association for such purposes.

B. In furtherance of such purposes, the association will have power to:

- (1) Perform all of the duties and obligations of the association as set forth in a certain declaration of covenants, conditions, and restrictions, referred to in these articles as the declaration, which is applicable to the subdivision and recorded in the public records of El Paso County, Texas;
- (2) Affix, levy, and collect all charges and assessments pursuant to the terms of the

declaration, and enforce payment of them by any lawful means; and pay all expenses related to such enforcement, 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 on the property of the association;

(3) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(4) Borrow money and, subject to the consent by vote or written instrument of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members;

(7) Have and exercise any and all powers, rights, and privileges that a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

C. The association is organized and will be operated exclusively for the aforementioned purposes. The activities of the association will be financed by assessments on members as provided in the declaration, and no part of any net earnings will inure to the benefit of any member.

ARTICLE III

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 assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a

member of the association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

ARTICLE IV

The association will have two classes of voting members as follows:

Class A. Class A members will be all owners with the exception of the declarant as such term is defined in the declaration, and will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons will be members; the vote for such lot will be exercised as such members may determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member will be the declarant, as such term is defined in the declaration, who will be entitled to three votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the declaration.

ARTICLE V

The number of directors constituting the initial board of directors of the association is seven (7), and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Albert Porter T	465 Resler Drive, El Paso, Texas 79912
Carlos Austin	1375 Loma Verde, El Paso, Texas 79936
Don Ward, Jr. S	11200 Montwood Dr., El Paso, Texas 79936
Pat Woods VP	10647 Vista Del Sol, Suite E, El Paso, Texas 79935
Jack Winton	6440 Escondido Drive, El Paso, Texas 79912

Dan Austin

1823 Russ Randall, El Paso, Texas 79936

Robert C. Baeza P

1655 Mosswood St., El Paso, Texas 79935

ARTICLE VI

The street address of the initial registered office of the association is Patrick J. Woods, and the name of its initial registered agent at such address is 10657 Vista Del Sol, Suite E, El Paso, Texas 79935.

ARTICLE VII

The period of duration of the association is perpetual.

ARTICLE VIII

The association will be dissolved and its affairs wound up by two-thirds vote of each class of voting members or when the objects for which the association is organized have been fully accomplished.

ARTICLE IX

The name and street address of each incorporator is: Tony R. Conde, Jr., 2244 Trawood, Suite 206, El Paso, Texas 79935.

Executed at El Paso County, Texas, on this 20th day of June, 1997.


TONY R. CONDE, JR.

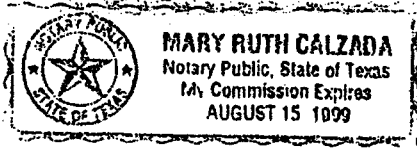
State of Texas)
)
County of El Paso)

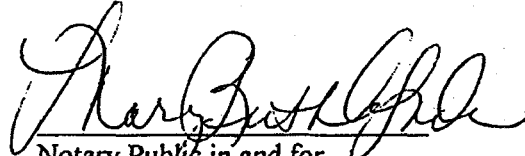
I, undersigned notary public, certifies that on June 20, 1997, personally appeared before me Tony R. Conde, Jr., who each being by me first duly sworn, severally declared that he is the person

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who signed the foregoing document as incorporator, and that the statements contained in it are true.

In witness whereof I have hereunto set my hand and seal the day and year above written.




Notary Public in and for
El Paso County, Texas.

My commission expires: 8-15-99.

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BYLAWS OF

EL PASO STONEGATE HOMEOWNER'S ASSOCIATION, INC.

I.

The name of the corporation is EL PASO STONEGATE HOMEOWNER'S ASSOCIATION, INC. The principal office of the corporation will be located at _____, but meetings of members and directors may be held at such places within the State of Texas as may be designated by the board of directors.

II.

"Association" means and refers to EL PASO STONEGATE HOMEOWNER'S ASSOCIATION, INC., its successors and assigns.

"Common area" means all real property owned by the association for the common use and enjoyment of the owners.

"Declarant" means and refers to Stonegate Joint Venture, as well as its successors and assigns if such successors or assigns should acquire more than one undeveloped lot from the declarant for the purpose of development.

"Declaration" means and refers to the declaration of covenants, conditions, and restrictions applicable to the subdivision and recorded in the office of the county clerk of El Paso County, Texas, in Book _____, page _____.

"Lot" means and refers to any plot of land shown on the recorded subdivision plat with the exception of the common area.

"Member" means and refers to those persons entitled to membership in the association as provided in the declaration.

"Owner" means and refers to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is part of the subdivision, including contract sellers, but excluding those holding title merely as security for the performance of an obligation.

"Subdivision" means and refers to that certain tract of real property described in the declaration, and such additions to that tract as may be brought within the jurisdiction of the association pursuant to the provisions of the declaration.

III.

Annual Meetings. The first annual meeting of members will be held within one year from the date of incorporation of the association or not later than thirty (30) days after fifty percent (50%) of the lots have been sold, whichever first occurs. Subsequent annual meetings of members will be held on the same day of the same month of each year thereafter at 10:00 a.m. If the day for the annual meeting of members is a legal holiday, the meeting will be held at the same hour on the next following day which is not a legal holiday.

Special Meetings. Special meetings of members may be called at any time by the president or by the board of directors, or on written request of one fourth (1/4) of all votes of the Class A membership.

Notice of Meetings. Written notice of each meeting of members will be given by, or at the direction of, the secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) but not more than fifty (50) days before such meeting to each member entitled to vote, addressed to the member's address last appearing on the books of the association or supplied by such member to the association for the purpose of receiving notice. The notice will specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting.

Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast a majority of the votes of each class of the membership will constitute a quorum for authorization of any action, except as may otherwise be provided in the declaration, the articles of incorporation, or these bylaws. If a quorum is not present at any meeting, the members entitled to vote will have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies will be in writing and filed with the secretary. Proxies will be revocable, and the proxy of any owner will automatically terminate on conveyance by such owner of his or her lot.

IV.

Number and Qualifications. The affairs of the association will be managed by a board of nine (9) directors, who need not be members of the association.

Nomination. Nomination for election to the board of directors may be by nominating committee, and may also be made from the floor at any annual meeting of members. The nominating committee will consist of a chairperson who is a member of the board of directors, and two or more members of the association. The committee will be appointed by the board of directors prior to each annual meeting to serve from the close of such meeting until the close of the next annual meeting, and such appointment will be announced at each annual meeting. The nominating committee will make as many nominations for election to the board of directors as it will in its discretion determine, but in no event will it nominate less than the number of vacancies to be filled.

Election. Election to the board of directors will be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled

to exercise under The provisions of the declaration. Persons receiving the largest number of votes will be elected. Cumulative voting is permitted in favor of candidates for fewer than all the vacancies, provided that any member who intends to cumulate his or her votes must give written notice of such intention to the secretary of the association on or before the day preceding the election at which such member intends to cumulate his or her votes.

Meetings.

(A) Regular Meetings. Regular meetings of the board of directors will be held at least annually without notice, at such place and hour as may be fixed from time to time by resolution of the board. In the event the regular date for a meeting falls on a legal holiday, such meeting will be held at the same time on the next following day which is not a legal holiday.

(B) Special Meetings. Special meetings of the board of directors will be held when called by the president of the association, or by any two directors, after not less than three (3) days's notice to each director.

(C) Quorum. A majority of the directors will constitute a quorum for the transaction of business. Every act performed or decision made by a majority of directors present at a duly held meeting in which a quorum is present will constitute the act or decision of the board.

Powers. The board of directors will have power to:

(A) Adopt and publish rules and regulations governing the use of the common areas and facilities, including the personal conduct of the members and their guests in using them; and to establish penalties for infractions of such rules and regulations;

(B) Suspend the voting rights and right to use of the recreational facilities of any member during any period in which such member is in default in the payment of any assessment levied by the

association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days for infraction of published rules and regulations.

(C) Exercise on behalf of the association all powers, duties, and authority vested in or delegated to the association and not specifically reserved to the membership by the declaration, articles of incorporation, or by other provisions of these bylaws;

(D) Declare the office of a member of the board of directors to be vacant in the event that such member is absent from three (3) consecutive regular meetings of the board of directors; and

(E) Employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties.

Duties. It will be the duty of the board of directors to:

(A) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement of such acts and affairs to the members at each annual meeting, or at any special meeting at which such a statement is requested in writing by one fourth (1/4) of the Class A members entitled to vote at the meeting;

(B) Supervise all officers, agents, and employees of the association and see to it that their duties are properly performed;

(C) As more fully provided in the declaration, to:

(1) Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;

(2) Send written notice of each assessment to every owner subject to the assessment at least thirty (30) days in advance of each annual assessment period; and

(3) Foreclose the lien against any property for which assessments are not paid within thirty

(30) days after the due date, or to bring an action at law against the owner personally obligated to pay the same;

(D) Issue, or cause an appropriate officer to issue, on demand by any person on imposition of a reasonable charge, a certificate setting forth whether or not any assessment has been paid, a statement in a certificate to the effect that an assessment has been paid constituting conclusive evidence of such payment;

(E) Procure and maintain adequate liability and hazard insurance on all property owned by the association;

(F) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(G) Cause the common area to be maintained.

Term of Office. At the first annual meeting, the members will elect three directors for a term of one year, three directors for a term of two years, and three directors for a term of three years; at each annual meeting thereafter, the members will elect three directors for a term of three years.

Compensation. No director will receive compensation for any service he or she may render to the association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his duties.

Removal. Any director may be removed from the board, with or without cause, by a majority vote of the members of the association. In the event of death, resignation, or removal of a director, his or her successor will be selected by the remaining members of the board and will serve for the unexpired term of his or her predecessor.

V.

Enumeration of Offices. The officers of the association will be president and vice president, who will at all times be members of the board of directors, and a secretary, treasurer, and such other officers as the board may from time to time by resolution create.

Election of Officers. The election of officers will take place at the first meeting of the board of directors following each annual meeting of members.

Term. The officers of the association will be elected annually by the board. Each will hold office for a term of one year unless he or she will sooner resign, or will be removed or otherwise disqualified to serve.

Special Appointments. The board may elect such other officers as the affairs in the association may require, each of whom will hold office for such period, have such authority, and perform such duties as the board may, from time to time, determine.

Resignation and Removal. Any officer may be removed from office by the board at any time with or without cause. Any officer may resign at any time by giving written notice to the board, the president, or the secretary. Such resignation will take effect on the date of receipt of such notice or at any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

Vacancies. A vacancy in any office may be filled by appointment of the board. The officer appointed to such vacancy will serve for the unexpired term of the officer he or she replaces.

Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person will simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Duties. The duties of the officers are as follows:

(A) President. The president will preside at all meetings of the board of directors, will see that orders and resolutions of the board are carried out, will sign all leases, mortgages, deeds, and other instruments, and will cosign all checks and promissory notes.

(B) Vice President. The vice president will act in the place of the president in the event of his or her absence, inability, or refusal to act, and will exercise and discharge such other duties as may be required of him or her by the board.

(C) Secretary. The secretary will record the votes and keep the minutes of all meetings and proceedings of the board and of the members, keep the corporate seal of the association and affix it to all papers so requiring; serve notice of meetings of the board and of members, keep appropriate current records showing the members of the association together with their addresses, and perform such other duties as may be required by the board or by law.

(D) Treasurer. The treasurer will receive and deposit in appropriate bank accounts all funds of the association, and will disburse such funds as directed by resolution of the board of directors; will sign all checks and promissory notes of the association; will keep proper books of account; may, at the option of the board of directors, cause an annual audit of the association books to be made by a certified public accountant at the completion of each fiscal year; and will prepare an annual budget and statement of income and expenditures, a copy of which documents will be delivered to each member, and a report on which will be given at the regular annual meeting of members.

VI.

The association may appoint an architectural committee, as provided in the declaration, and a nominating committee as provided in Article IV of these bylaws. In addition, the board of directors may appoint such other committees as it may deem appropriate in the performance of its duties.

VII.

As more fully provided in the declaration, each member is obligated to pay to the association annual and special assessments which are secured by a continuing lien on the property against which such assessments are made. Any assessments which are not paid when due are considered delinquent. If an assessment is not paid within thirty (30) days after the due date, the assessment bears interest from the date of delinquency at the rate of ten percent (10%) per annum, and the association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against his or her property. Interest, costs, and reasonable attorney fees of any such action will be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by nonuse of the common area or abandonment of his or her lot.

VIII.

The books, records, papers of the association will be subject to inspection by any member during ordinary business hours. The declaration, articles of incorporation, and bylaws of the association will be available for inspection by any member at the principal office of the association, where copies will be made available for sale at a reasonable price.

IX.

The fiscal year of the association will be the calendar year, except that the first fiscal period will begin on the date of incorporation and will end on December 31st of the year of incorporation.

X.

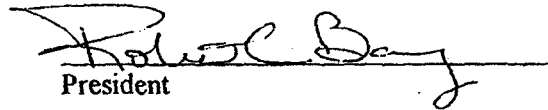
These bylaws may be amended, at a regular or special meeting of members, by vote of a majority of a quorum of members present in person or by proxy, except that the federal housing administration or the veteran's administration will have the right to veto amendments while a Class

B membership exists.

XI.

In the case of any conflict between the articles of incorporation and these bylaws, the articles will control. In the case of any conflict between the declaration and these bylaws, the declaration will control.

The above comprise the Bylaws of El Paso Stonegate Homeowner's Association, Inc.


President

Attest:


Secretary

c:\corporat\epshai.by1

**FIRST AMENDMENT TO BYLAWS OF
EL PASO STONEGATE HOMEOWNER'S ASSOCIATION, INC.**

Pursuant to a meeting of the members of El Paso Stonegate Homeowner's Association, Inc., (the "Association") duly held on 21st of June, 2001, the Bylaws of the Association were amended as follows:

1. Article III, Page 3, Quorum. The first sentence of this paragraph is amended to read as follows:

"The presence at a meeting, in person or by proxy, of members entitled to cast twenty per cent (20%) of the votes of each class of the membership will constitute a quorum for any action, except as may otherwise be provided in the declaration, the articles of incorporation or these bylaws."

The remaining provisions of the paragraph shall remain as therein stated.

2. Article IV, Page 3, Number and Qualifications. This paragraph is amended to read as follows:

"Number and Qualifications of Directors. The affairs of the association will be managed by a board of directors consisting of not less than three (3) nor more than five (5), who need not be members of the association."

3. Article IV, Page 6, Term of Office. This paragraph is amended to read as follows:

"Election and Term of Office. The directors shall be elected annually by the members entitled to vote, and will serve for a term of one (1) year, until their successors are elected, or their resignation, removal or death."

4. Article VII, Page 9. The third sentence of this article is amended, and two additional sentences are added, to read as follows:

"If an assessment is not paid within five (5) days after the due date, the assessment bears interest from the date of delinquency at the rate of ten per cent (10%) per annum, and the association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against the owner's lot, either judicially or non-judicially, according to law. In the event of non-judicial foreclosure, the board of directors shall appoint a trustee who shall conduct the non-judicial foreclosure as prescribed by Section 51.002 of the Texas Property Code, as the same shall be amended from time to time. The appointment of the trustee shall be pursuant to a resolution of the board of directors, and said resolution shall serve as the continuing appointment of said trustee for all subsequent non-judicial foreclosures that may be directed by the board of directors or its designated agents."

Other than the above revision, the said Article VII shall remain as stated.

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The above amendments shall be attached to the original Bylaws of the Association, and shall be read in conjunction therewith. All other provisions of the original Bylaws not altered or amended herein, shall remain in full force and effect.

Robert C. Bay
President Manager

[Signature]
Director

[Signature]
Director

Jack Winton
Director

[Signature]
Director

[Signature]
Director

Certified as true and correct this 21st day of June, 2001.

Jack Winton
Secretary

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Doc# 20120025266
#Pages 20 #NFPages 1
4/5/2012 9:31:21 AM
Filed & Recorded in
Official Records of
El Paso County
Delia Briones
County Clerk
Fees \$92.00

I hereby certify that this instrument was filed on the date and time stamped hereon by me and was duly recorded by document number in the Official Public Records of Real Property in El Paso County.



EL PASO COUNTY, TEXAS

Delia Briones

JAN 10 2012 10:10 AM
COUNTY CLERK
EL PASO COUNTY TEXAS