

# **Articles of Incorporation**

ARTICLES OF INCORPORATION  
OF  
HERITAGE  
HOMEOWNERS ASSOCIATION, INC.

FILED  
In the Office of the  
Secretary of State of Texas  
JUN 01 2000  
Corporations Section

The undersigned natural person of the age of 18 years or more, acting as a sole incorporator of a corporation (the "Corporation") under the Texas Non-Profit Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE I  
NAME

The name of the Corporation is Heritage Homeowners Association, Inc.

ARTICLE II  
NON-PROFIT CORPORATION

The Corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and it is organized solely for non-profit purposes.

ARTICLE III  
DURATION

The period of the duration of the Corporation is perpetual.

ARTICLE IV  
PURPOSES AND POWERS

1. The Corporation is organized and shall be operated exclusively as a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Code"). The specific and primary purposes for which it is formed are (a) to enforce the provisions of and exercise the rights under the Heritage Residential Association Declaration (the "Declaration") to be executed by Hillwood Alliance Residential, L.P. as the "Declarant" thereunder and to be recorded in the Real Property Records of Tarrant County, Texas, burdening certain real property located in Fort Worth, Tarrant County, Texas (the "Heritage Property") more particularly described on "Exhibit A" hereto; and (b) to enforce the provisions of and exercise the rights under any covenants, easements and restrictions recorded in the Real Property Records of Tarrant County, Texas, that now or may hereafter burden all or any portion of the Heritage Property (collectively, the "CCRs").

2. Within the scope of the foregoing purposes, and not by way of limitation thereof, the general purposes and powers of the Corporation are:

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(a) To promote the common good, health, safety and general welfare of the residents within the property covered by the Declaration;

(b) To exercise all of the powers and privileges and to perform the duties and obligations which may be vested in the Corporation by the Declaration and/or the CCRs;

(c) To enforce applicable provisions of the Bylaws of Heritage Homeowners Association, Inc. (the "Bylaws") and any rules and regulations of the Corporation;

(d) To fix, levy, collect and enforce payment by any lawful means, charges or assessments pursuant to the terms of the Declaration and/or the CCRs; to contract for and pay Common Expenses (as defined in the Declaration); to employ personnel reasonably necessary for administration and control of the Association, including lawyers and accountants where appropriate; and to pay all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes and special assessments which are or would become a lien on any portion of the property of the Association;

(e) To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which the Corporation under the Act may now or hereafter have or exercise;

(f) To acquire (by purchase, grant or otherwise), annex and merge, 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 Corporation; and

(g) Subject to the provisions of these Articles of Incorporation and the Bylaws, to borrow money and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred in connection with the affairs of the Corporation.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and the purposes and powers in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

Notwithstanding any of the above statements of purposes and powers, neither the Board of Directors nor any officer of the Corporation shall have authority to borrow funds in order to pay for any required expenditure or outlay or to mortgage, pledge or hypothecate any or all of the real or personal property of the Corporation as security for money borrowed or debts incurred in connection with the affairs of the Corporation without the approval of the members of the Corporation in the manner provided under the Bylaws and the Declaration.

Further, notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any

powers that are not in furtherance of the primary purposes of the Corporation or that are inconsistent with its qualification as a homeowners association under Section 528 of the Code.

ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 17480 Dallas Parkway, #200, Dallas, Texas 75287; and the name of its initial registered agent at such address is Fred J. Balda.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of three members; thereafter, the number of directors of the Corporation shall be fixed in accordance with the Declaration and the Bylaws adopted by the Corporation. The names and addresses of the persons who shall serve as directors until the first annual meeting of members or until their successors shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fred J. Balda	17480 Dallas Parkway, #200 Dallas, Texas 75287
Angela T. Waddle	17480 Dallas Parkway, #200 Dallas, Texas 75287
Elaine Esparza	17480 Dallas Parkway, #200 Dallas, Texas 75287.

ARTICLE VII  
INCORPORATOR

The name and street address of the incorporator of the Corporation is:

NAME

ADDRESS

Lynne A. Messina

1717 Main Street, Suite 2800  
Dallas, Texas 75201

ARTICLE VIII  
MEMBERSHIP

The authorized number of and qualifications for membership in the Corporation along with the appurtenant voting rights and other privileges due members of the Corporation shall be as set out in the Bylaws and the Declaration.

ARTICLE IX  
NO PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual; provided, however, that reasonable compensation may be paid for service rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes.

ARTICLE X  
AMENDMENT OF BYLAWS

The Board of Directors shall adopt the initial Bylaws of the Corporation. Thereafter, the power to modify, amend or repeal the Bylaws or to adopt new Bylaws shall be reserved exclusively to the members of the Corporation, within the meaning of Article 1396-2.09.B(1) of the Act.

ARTICLE XI  
ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken at any meeting of members, directors or committee members of the Corporation may be taken without a meeting, without prior notice, and without a vote if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number of members, directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Such consents shall be signed and delivered in accordance with the procedures set forth in the Bylaws. Prompt notice of the taking of any action by members, directors or a committee without a meeting by less than unanimous written consent shall be given to those members, directors or committee members who did not consent in writing to the action.

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ARTICLE XII  
DISSOLUTION

In the event the Corporation is dissolved, the members shall, after all liabilities and obligations of the Corporation are paid or provision is made therefor, adopt a plan for the distribution of the remaining assets of the Corporation in such manner as will carry out the purposes of the Corporation as a homeowners association within the meaning of Section 528 of the Code. The foregoing provision is intended to govern the distribution of the assets of the Corporation in the event of its dissolution in lieu of Article 1396-6.02.A(3) of the Act.

ARTICLE XIII  
INDEMNIFICATION

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (a) is or was a director or officer of the Corporation or (b) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a trustee, officer, partner, venturer, proprietor, director, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Act, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to also be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Act, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, special legal counsel or members) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereof, special legal counsel or members) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of such person's heirs, executors, administrators and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of members or directors, agreement or otherwise. To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this Article shall extend to proceedings involving the negligence of such person. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained in this Article to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The Corporation may purchase and maintain insurance or a similar arrangement (including, but not

limited to, a trust fund, self-insurance, a letter of credit, or a guaranty or surety arrangement) on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against such person and incurred by such person in such a capacity or arising out of status as such a person, whether or not the Corporation would have the power to indemnify such person against that liability under this Article or by statute. Notwithstanding the other provisions of this Article, the Corporation may not indemnify or maintain insurance or a similar arrangement on behalf of any person if such indemnification or maintenance of insurance or similar arrangement would subject the Corporation to income or excise tax under the Code.

ARTICLE XIV  
LIMITATION OF DIRECTOR AND OFFICER LIABILITY

A director or officer of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for any act or omission in such director's or officer's capacity as a director or officer, except that this Article does not authorize the elimination or limitation of the liability of a director or officer to the extent the director or officer is found liable for: (a) a breach of the director's or officer's duty of loyalty to the Corporation; (b) an act or omission not in good faith that constitutes a breach of duty of the director or officer to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (c) a transaction from which the director or officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's or officer's office; or (d) an act or omission for which the liability of a director or officer is expressly provided by an applicable statute. The foregoing elimination of liability to the Corporation and its members shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director or officer may be entitled under any other provision of the Articles of Incorporation or Bylaws of the Corporation, contract or agreement, vote of members or directors, principle of law or otherwise. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director or officer of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, the liability of a director or officer shall be eliminated to the full extent permitted by any amendment to the Texas Miscellaneous Corporation Laws Act or the Act hereafter enacted that further eliminates or permits the elimination of the liability of a director or officer.

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2000. IN WITNESS WHEREOF, I have hereunto set my had this 1st day of June.

Lynne A. Messina  
Lynne A. Messina



"Exhibit A"

Description of Heritage Property

Being a tract of land situated in Tarrant County, Texas and being a portion of Tracts 1, 3, 4, and 13 and all of Tracts 5 and 6, as described to Hillwood/2500, Ltd. and recorded in Volume 9409, Page 1403, county records, Tarrant County, Texas, and being more particularly described by metes and bounds as follows:

BEGINNING at the southwest corner of said Tract 6, said point being the southwest corner of the S.P. Williams Survey, Abstract Number 1690;

THENCE N 00°13'45"W, 656.92 feet to the beginning of a curve to the right;

THENCE with said curve to the right, through a central angle of 08°10'04", having a radius of 2000.00 feet, the long chord of which bears N 03°51'17"E, 284.87 feet, an arc distance of 285.11 feet;

THENCE N 07°56'19"E, 414.14 feet to the beginning of a curve to the left;

THENCE with said curve to the left, through a central angle of 26°21'54", having a radius of 1200.00 feet, the long chord of which bears N 05°14'57"W, 547.33 feet, an arc distance of 552.19 feet;

THENCE N 18°25'34"W, 212.50 feet to the beginning of a curve to the right;

THENCE with said curve to the right, through a central angle of 24°45'26", having a radius of 1200.00 feet, the long chord of which bears N 06°02'50"W, 514.49 feet, an arc distance of 518.51 feet;

THENCE N 06°19'54"E, 377.42 feet;

THENCE S 81°15'43"E, 39.75 feet;

THENCE N 00°09'55"E, 121.36 feet;

THENCE N 81°15'43"W, 26.70 feet;

THENCE N 06°19'54"E, 1009.22 feet to the beginning of a curve to the left;

THENCE with said curve to the left, through a central angle of 20°14'28", having a radius of 2000.00 feet, the long chord of which bears N 03°46'57"W, 702.88 feet, an arc distance of 706.55 feet to the beginning of a curve to the right;

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THENCE with said curve to the right, through a central angle of  $20^{\circ}14'07''$ , having a radius of 1500.00 feet, the long chord of which bears  $N 03^{\circ}47'07''W$ , 527.01 feet, an arc distance of 529.76 feet;

- THENCE  $S 89^{\circ}20'41''E$ , 929.83 feet;
- THENCE  $S 89^{\circ}16'14''E$ , 1465.06 feet;
- THENCE  $S 89^{\circ}10'29''E$ , 2419.48 feet;
- THENCE  $S 88^{\circ}49'16''E$ , 464.94 feet;
- THENCE  $S 00^{\circ}05'10''E$ , 596.23 feet;
- THENCE  $S 89^{\circ}18'12''E$ , 20.20 feet;
- THENCE  $S 00^{\circ}06'19''E$ , 20.77 feet;
- THENCE  $S 89^{\circ}29'41''E$ , 1593.40 feet;
- THENCE  $S 89^{\circ}25'49''E$ , 1667.25 feet;
- THENCE  $N 89^{\circ}00'09''E$ , 237.06 feet;
- THENCE  $N 89^{\circ}49'45''E$ , 805.19 feet;
- THENCE  $S 00^{\circ}15'43''E$ , 469.13 feet;
- THENCE  $S 89^{\circ}37'00''E$ , 1157.67 feet;
- THENCE  $S 01^{\circ}41'55''E$ , 201.90 feet;
- THENCE  $S 00^{\circ}33'35''W$ , 1638.02 feet;
- THENCE  $S 00^{\circ}18'37''W$ , 236.02 feet;
- THENCE  $S 00^{\circ}04'17''W$ , 576.62 feet;
- THENCE  $S 00^{\circ}49'09''E$ , 2704.96 feet;
- THENCE  $N 89^{\circ}23'34''W$ , 703.14 feet;

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THENCE N 89°40'32"W, 2086.32 feet;  
THENCE N 89°27'38"W, 2440.34 feet;  
THENCE N 00°22'14"W, 1166.55 feet;  
THENCE N 14°15'59"W, 151.55 feet;  
THENCE N 00°16'06"E, 1659.25 feet;  
THENCE N 00°04'10"E, 768.20 feet;  
THENCE N 00°07'11"E, 61.06 feet;  
THENCE N 89°23'17"W, 2639.65 feet;  
THENCE S 00°03'35"E, 2658.47 feet;  
THENCE S 89°54'21"W, 882.75 feet;  
THENCE N 89°59'23"W, 1770.93 feet to the POINT OF BEGINNING and containing  
50,933,016 square feet or 1169.261 acres of land more or less.



The State of Texas  
Secretary of State

CERTIFICATE OF INCORPORATION  
OF

HERITAGE HOMEOWNERS ASSOCIATION, INC.  
CHARTER NUMBER 01584899

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,  
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE  
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE  
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE  
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS  
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE  
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF  
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,  
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED JUNE 1, 2000

EFFECTIVE JUNE 1, 2000



Elton Bomer, Secretary of State

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