

ARTICLES OF INCORPORATION

DEC 14 2009

Corporations Section

FIRST AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PROPERTY OWNERS ASSOCIATION OF HILLTOP LAKES, INC.

WHEREAS, the Amended and Restated Articles of Incorporation of Property Owners Association of Hilltop Lakes, Inc., as Texas Non-profit corporation, was executed on December 30, 1998;

WHEREAS, Art. 1396-4.02 (A) of the Texas Non-profit Corporation Act provides that the Articles of Incorporation may be amended upon receiving at least two-thirds (2/3) of the votes which members present at a meeting duly called for that purpose, in person or by proxy are entitled to cast; and

WHEREAS, a meeting of the membership of the Property Owners Association Hilltop Lakes, Inc. was held on November 21, 2009, wherein a quorum was present and the following proposed amendment to the Amended and Restated Articles of Incorporation received at least two-thirds (2/3) of the votes which members present at a meeting duly called for that purpose, in person or by proxy were entitled to cast.

NOW THEREFORE, Article VIII (4) of the Amended and Restated Articles of Incorporation is hereby amended by deleting that section in its entirety and replacing it with the following:

ARTICLE VIII

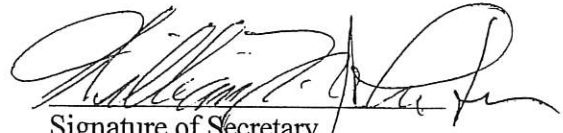
(4) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of the lakes, golf courses, and airport, the Association's Board of Directors shall not do so without a majority vote, either in person or by proxy, of the Members at an annual or special meeting where a quorum is present.

Nothing herein is intended to alter, modify or amend the Articles of Incorporation except as specifically provided hereinabove.

CERTIFICATION

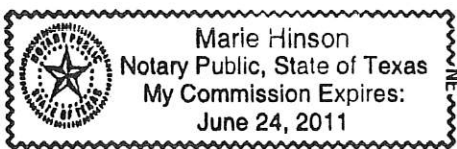
I, the undersigned, am the duly elected and acting Secretary of the PROPERTY OWNERS ASSOCIATION OF HILLTOP LAKES, INC., a non-profit corporation, and I do hereby certify:

That the within and foregoing First Amendment to the Amended and Restated Articles of Incorporation of the Property Owners Association of Hilltop Lakes, Inc. was properly adopted as of the 21st day of November, 2009, that same, in addition to the original Amended and Restated Articles of Incorporation, do now constitute the Articles of Incorporation of said corporation


Signature of Secretary
William T. Johnson
Print Name

THE STATE OF TEXAS §
 §
COUNTY OF Leon §

I, a Notary Public, do hereby certify that on this the 24 day of November, 2009, personally appeared before me, William T. Johnson, who being by me first duly sworn, declared that he/she is the person who signed the foregoing document, and that the statements therein contained are true.




NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

Filed and recorded as received



The State of Texas

SECRETARY OF STATE

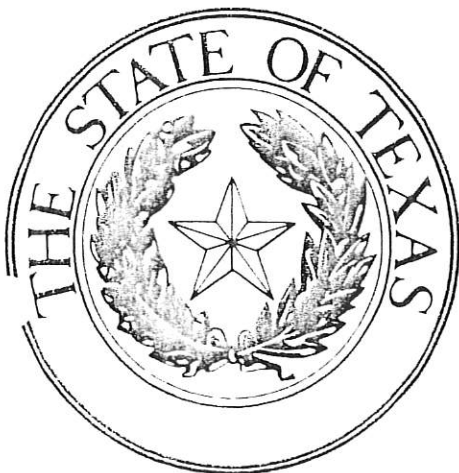
CERTIFICATE OF RESTATED ARTICLES
OF INCORPORATION
OF

PROPERTY OWNERS ASSOCIATION OF HILLTOP LAKES, INC.
CHARTER NO. 1177616-1
FORMERLY:
HILLTOP LAKES COMMUNITY IMPROVEMENT ASSOCIATION, INC.

The undersigned, as Secretary of State of Texas, hereby certifies that Restated Articles of Incorporation of the above corporation duly executed pursuant to the provisions of the Texas Non-Profit Corporation Act, 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 Restated Articles of Incorporation and attaches hereto a copy of the Restated Articles of Incorporation.

Dated: December 31, 1998



Alberto R. Gonzales
Secretary of State

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FILED
in the Office of the
Secretary of State of Texas

DEC 31 1998

Corporations Section

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

HILLTOP LAKES COMMUNITY IMPROVEMENT ASSOCIATION, INC.

(Charter no. 01177616)

The following articles contain amendments to the articles of incorporation of **Hilltop Lakes Community Improvement Association, Inc.**, and are a restatement of the entire articles of incorporation as amended and supplemented by all certificates of amendment previously issued by the Secretary of State, as provided by Article 1396-4.06(C), Revised Civil Statutes. Each amendment has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act, and this instrument accurately copies the articles of incorporation and all amendments thereto that are in effect to date and as further amended by these restated articles of incorporation, renumbering articles and cross references where necessary to account for deletions and additions, and this instrument contains no other change in any other provision thereof.

ARTICLE I.

NAME OF CORPORATION

The name of the corporation is **PROPERTY OWNERS ASSOCIATION OF HILLTOP LAKES, INC.**, hereinafter called the "Association".

ARTICLE II.

REGISTERED OFFICE

The current registered office of the Association is located at One Lodge Road, Hilltop Lakes, Texas 77871.

ARTICLE III.

REGISTERED AGENT

The current registered agent of the Association is Darlene Trant.

ARTICLE IV.

DURATION

The period of duration of the Association is perpetual.

ARTICLE V.

PURPOSES AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its members, and the primary purposes for which the Association is formed are to obtain, manage, construct and maintain the Hilltop Lakes subdivision in Leon County, Texas, and such additions thereto as may be brought within the jurisdiction of the Association; and to promote the health, safety, recreation, and welfare of the owners of lots within Hilltop Lakes and, for these purposes, to have and to exercise any and all powers, rights, and privileges that a corporation organized under the Texas Non-Profit Corporation Act now or hereafter may have or exercise; and, to the extent permitted by law, to do any and all other things necessary to implement or accomplish the purposes set forth in the By-Laws of the Association.

ARTICLE VI.

MEMBERSHIP

Each owner of a lot in Hilltop Lakes, a subdivision located in Leon County, Texas, shall be a member of the Association and shall enjoy all rights given to members under the By-laws of the Association.

ARTICLE VII.

BOARD OF DIRECTORS

The number of Directors constituting the Board of Directors of the Association is nine, and the names and addresses of the persons currently serving as Directors are:

<u>Name</u>	<u>Address</u>
James W. Finegan	P.O. Box 1014 Hilltop Lakes, Texas 77871
Eddie Tibbitts	PO Box 1232 Hilltop Lakes, Texas 77871
Clifton Lamb	PO Box 1737 Hilltop Lakes, Texas 77871
Barney Barnett	PO Box 1780 Hilltop Lakes, Texas 77871
Edd Kelarek	PO Box 1441 Hilltop Lakes, Texas 77871
Pat Arnold	14 Catalina Hilltop Lakes, Texas 77871
Larry Grimes	PO Box 456 Normangee, Texas 77871
W. C. Bowman	PO Box 1751 Hilltop Lakes, Texas 77871
Dean Player	PO Box 1731 Hilltop Lakes, Texas 77871

ARTICLE VIII.

Without in any way limiting the provisions of Article V of these Articles of Incorporation, the Association shall have the following specifically enumerated powers, in addition to all powers set forth in the By-Laws of the Association, and any and all powers, rights and privileges that a corporation organized under the Non-Profit Corporation Act of the State of Texas now or hereafter may have or exercise:

- (1) To sue and be sued, complain and defend, in the corporate name of the Association.

- (2) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed on, affixed to, or in any manner reproduced upon, instruments of any nature required to be executed by the proper officers of the Association.
- (3) To purchase, receive, lease, or otherwise, acquire, own, hold, improve, use, or otherwise deal in and with, real or personal property, or any interest therein, wherever situated, as the purposes of the Association shall require, or as shall be donated to it.
- (4) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets of the Association.
- (5) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, mortgage, lend, pledge, sell or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, government district, or municipality, or of any instrumentality thereof.
- (6) To make contracts and incur liabilities, borrow money at such rates of interest as the Association may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (7) To lend money for the corporate purposes of the Association, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (8) To conduct the affairs of the Association, carry on the operations of the Association, and have officers and exercise the powers granted by the Texas Non-Profit Corporation Act in any state, territory, district, or possession of the United States, or any foreign country.

- (9) To elect or appoint officers and agents of the Association for such period of time as the Association may determine and define their duties and fix their compensation.
- (10) To make and alter By-Laws, not inconsistent with these Articles of Incorporation or with the laws of the State of Texas, for the administration and regulation of the affairs of the Association.
- (11) To cease its corporate activities and terminate its existence by voluntary dissolution.
- (12) Whether included in the foregoing or not, to have and exercise all powers necessary or appropriate to effect any or all of the purposes for which the Association is organized.
- (13) To pay pensions and establish pension plans and pension trusts for all of, or class, or classes of its officer and employees, or its officers or its employees.

ARTICLE IX.

NON-PROFIT CORPORATION

The Association is a non-profit corporation without capital stock organized primarily for the purposes specified in Article V, and no part of its property, whether income or principal, shall ever inure to the benefit of any Director, officer, or employee of the Association, or of any individual having a personal or private interest in the activities of the Association, nor shall any such Director, officer, employee, or individual receive or be lawfully entitled to receive any profit from the operations of the Association except a reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out one or more of its stated purposes. The Association shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation.

**ARTICLE X.
PROHIBITED ACTS**

Anything to the contrary herein notwithstanding, the corporation shall not engage, participate or intervene in any activity or transaction which would cause the Association to lose its status as an organization exempt from franchise tax or any other taxes under the laws of the state of Texas.

**ARTICLE XI.
DISSOLUTION**

In the event of the dissolution of the Association when it has any interest in or is entitled to any interest in any funds or property of any kind, real, personal, or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but shall be transferred to an organization that is organized and operated for purposes substantially identical to the purposes of the Association or charged with a charitable public trust and, in the latter case, thereafter shall be administered and applied to public charitable purposes by a trustee or trustees to be appointed pursuant to law by a court of competent jurisdiction upon suitable proceedings brought for the purpose.

The foregoing amendments were adopted at a meeting of members held on December 30, 1998, at which a quorum was present, and the amendments received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

**HILLTOP LAKES COMMUNITY
IMPROVEMENT ASSOCIATION, INC.**

By: 
James W. Finegan, President