

**ARTICLES OF INCORPORATION
OF
ESTANCIA AT THUNDER VALLEY
PROPERTY OWNERS ASSOCIATION**

(A Texas Non-Profit Corporation)

I, the undersigned natural person over the age of eighteen years, acting as incorporator of a corporation under the Texas Non-profit Corporation Act do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE 1. PROPERTY OWNERS ASSOCIATION. The corporation shall be, mean and constitute a "property owners association" organized pursuant to Texas Property Code 202.001 (2), which is defined as the "Association" in the Declaration of Covenants, Conditions and Restrictions, to be recorded in the Official Public Records of Kendall County, Texas ("Declaration"), as amended from time to time, with respect to certain real property located in Kendall County, Texas known as ESTANCIA AT THUNDER VALLEY SUBDIVISION.

ARTICLE 2. NAME. The name of the Association is ESTANCIA AT THUNDER VALLEY PROPERTY OWNERS ASSOCIATION.

ARTICLE 3. NON-PROFIT. The Association is a non-profit corporation, organized pursuant to the Texas Non-Profit Corporation Act.

ARTICLE 4. DURATION. The duration of the Association shall be perpetual.

ARTICLE 5. PURPOSES. The general purposes for which the Association is formed are to exercise the rights and powers and to perform the duties and obligations of the Association, in accordance with the Declaration, the Bylaws of the Association and State Law.

ARTICLE 6. POWERS. In furtherance of its purposes, the Association shall have the following powers which, unless indicated otherwise by these Articles, the Declaration, the Bylaws, or State Law, may be exercised by the board of directors.

1. All rights and powers conferred upon Non-Profit Corporations by State Law in effect from time to time;
2. All rights and powers conferred upon property owners associations by State Law, including Texas Property Code Title 11, in effect from time to time; and
3. All powers necessary, appropriate or advisable to perform any purpose or duty of the Association as set out in these Articles, the

Bylaws, the Declaration or State Law.

ARTICLE 7. MEMBERSHIP. The Association shall be a non-stock membership corporation. The Declaration and Bylaws shall determine the number and qualifications of the members of the Association; the voting rights and other privileges of membership; and the obligations and liabilities of members. Cumulative voting is not allowed.

ARTICLE 8. MANAGEMENT BY BOARD. The management and affairs of the Association shall be vested in the board of directors, except for those matters expressly reserved to others in the Declaration and Bylaws. The Bylaws shall determine the number and qualification of directors; the term of office of directors, the method of electing, removing and replacing directors, and the methods of holding a board meeting and obtaining consents.

ARTICLE 9. LIMITATIONS OF LIABILITY.

a. Except as provided in Paragraph b below, an officer or director of the Association is not liable to the Association or its members for monetary damages for acts or omissions that occur in the person's capacity as an officer or director except to the extent a person is found liable for (i) a breach of the officer or director's duty of loyalty to the Association or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the officer or director to the Association; (iii) an act or omission that involves intentional misconduct or knowing violation of law; (iv) a transaction from which the officer or director receives an improper benefit, whether or not the benefit resulted from the action taken within the scope of the person's office; or (v) an act or omission for which the liability of an officer or director is expressly provided by applicable statute. The liability of officers and directors of the Association may also be limited by the Charitable Immunity and Liability Act of 1987, Chapter 84, Texas Civil Practice and Remedies Code, as amended.

b. The limitation on the liability of an officer or director does not eliminate or modify that person's liability as a member of the Association. It is intended that the liability of any member arising out of any contract made by the Association, or out of the indemnification of officers or directors, or for damages as a result of injuries arising in connection with the common elements, or for liabilities incurred by the Association, shall be limited to the same proportion in which he is liable for common expenses as a member of the Association.

ARTICLE 10. INDEMNIFICATION. Subject to the limitations and requirements of Art. 1396-2.22.A of the Non-Profit Corporation Act, the Association shall indemnify a person who was, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was an officer or director of the Association. Additionally, the Association may indemnify a person who is or was an employee, trustee, agent or attorney of the Association, against any liability asserted against him and incurred by him in such a capacity and arising out of his status as such a person.

ARTICLE 11. AMENDMENT OF ARTICLES. These articles may be amended in accordance with the Non-Profit Corporation Act, Subject to the following:

1. An amendment shall not conflict with the Declaration or Title 11 of the Texas

Property Code.

2. An amendment shall not impair or dilute a right granted to a person by the Declaration, without that person's written consent.
3. Without member approval, the board of directors may adopt amendments permitted by Article 1396-4.02.A(4) of the Non-Profit Corporation Act.

ARTICLE 12. DISSOLUTION. The Association may be dissolved only as provided in the Declaration, Bylaws and State Law.

ARTICLE 13. ACTION WITHOUT A MEETING. Pursuant to Article 1396-9.10.C of the Non-Profit Corporation Act, any action required by the Non-Profit Corporation Act to be taken at a meeting of the members or directors, or any action that may be taken at a meeting of the members or directors of any committee may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by a sufficient number of members, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voted.

ARTICLE 14. INITIAL BOARD OF DIRECTORS. The initial board shall consist of three directors who shall serve as directors until their successors shall have been elected and qualified, as provided in the Bylaws. The name and address of each initial director is as follows:

TOM P.CUSICK, JR.
194 S. MAIN
BOERNE, TEXAS 78006

SILVIA M. CUSICK
194 S. MAIN
BOERNE, TEXAS 78006

DIANE DE ANDA
194 S. MAIN
BOERNE, TEXAS 78006

ARTICLE 15. REGISTERED AGENT. The name of the Association's registered agent and registered office is:

DAVID H. BROCK
301 E. SAN ANTONIO
BOERNE, TEXAS 78006

ARTICLE 16. INCORPORATOR. The name and address of the incorporator is:

DAVID H. BROCK
301 E. SAN ANTONIO
BOERNE, TEXAS 78006

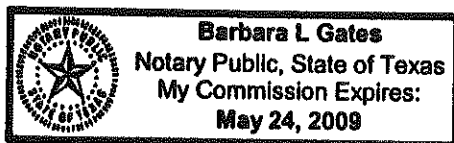
I execute these Articles of Incorporation on this 4th day of October, 2005.

ESTANCIA AT THUNDER VALLEY PROPERTY OWNERS ASSOCIATION, a Texas Non-Profit Association:

By: David H. Brock
Its: Incorporator

THE STATE OF TEXAS §
 §
COUNTY OF KENDALL §

Before me, DAVID H. BROCK, personally appeared on this 4th day of October, 2005, of ESTANCIA AT THUNDER VALLEY PROPERTY OWNERS ASSOCIATION, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of the Association.



Barbara L. Gates
Notary Public, The State of Texas

After recording, please return to:

David H. Brock
301 E. San Antonio
Boerne, Texas 78005