

ARTICLES OF INCORPORATION
OF
BAR K AIRPORT PROPERTY OWNERS ASSOCIATION, INC.

COPY
FILED
In the Office of the
Secretary of State of Texas
MAR 10 1994
Corporations Section

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is the Bar K Airport Property Owners Association, Inc., hereafter called "the Association".

**ARTICLE II
NON-PROFIT CORPORATION**

The corporation is a non-profit corporation.

**ARTICLE III
DURATION**

The period of its duration is perpetual.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 20552 Highland Lakes Drive, Lago Vista, Texas 78645 and the name of its initial registered agent at such address is Carl S. Schneider.

**ARTICLE V
PURPOSED AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the lots, out parcels and common area within that certain tract of property described as:

Lago Vista Bar K Airport Subdivision

and to promote the health, safety and welfare of the owners and users within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of Travis County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith 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 against the property of the Association;

(c) acquire, (by gift, purchase or otherwise), expand, annex, 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 Association;

(d) borrow money, and with the assent of two-thirds (2/3) of the members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all of any part of the common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized and for the same purpose or annex additional property and common area;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have or exercise.

ARTICLE VI PROVISIONS REGULATING INTERNAL AFFAIRS

The following provisions are inserted for regulation of the internal affairs of the Association:

Section 1. Net Earnings Not to Benefit Private Persons. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

Section 2. Other Prohibited Activities. Notwithstanding any other provision of these Articles to the contrary, the Association shall not engage in any activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501 (c) (7) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE VII MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Outparcel which is subject by covenants of record to assessment by the Association, including contract seller, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Outparcel which is subject to assessment by the Association.

ARTICLE VIII VOTING RIGHTS

Members shall be all Owners, and shall be entitled to one vote for each Lot or Outparcel owned. When more than one person holds an interest in any Lot or Outparcel, all such persons shall be members. The vote for such Lot or Outparcel shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot or Outparcel.

ARTICLE IX
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3), nor more than five (5), as is determined from time to time by the members, who shall serve the function of and possess all powers granted to Boards of Directors under the Texas Non-Profit Corporation Act. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

George Eeds
8310 Capital of Texas Hwy. #350
Austin, TX 78721

Horace Miller
P.O. Box 515
Cedar Park, TX 78613

Kenneth Wickham
21559 Lakefront Dr.
Lago Vista, TX 78645

Carl Schneider
3106 Patriot Drive
Lago Vista, TX 78645

Rod Rodriguez
6710 Rustling Oaks Trail
Austin, TX 78759

ARTICLE X
INCORPORATORS

The name and street addresses of each incorporator is:

Carl Schneider
3106 Patriot Drive
Lago Vista, TX 78645

ARTICLE XI
AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association have executed these Articles of Incorporation this 11th day of March, 1994.

Carl Schneider

STATE OF TEXAS)
)
COUNTY OF TRAVIS)

Sworn to this 11th day of March, 1994 by Carl S. Schneider,
the above name Incorporators.

Leslie M. Henderson
NOTARY PUBLIC



**RESOLUTION OF THE BOARD OF DIRECTORS OF
BAR K AIRPORT PROPERTY OWNERS ASSOCIATION (POA), INC.**

RESOLVED, That, in the judgment of the Board of Directors of this corporation, it is deemed advisable to amend the Articles of Incorporation so that Article I will read as follows:

The name of the corporation is the Rusty Allen Airport Property Owners Association, Inc., hereafter called "the association".

RESOLVED FURTHER, That a special meeting of the POA members of this Corporation is hereby called, to be held at Lago Vista City Hall, Conference Room on March 22, 1995 at 7:00 p.m., to take action upon this recommendation and that the Secretary is hereby instructed to give notice of such meeting to the POA members in accordance with the Articles and Bylaws of this Corporation.

I, Lee Gerstacker, do hereby certify that I am duly elected and qualified Secretary and the keeper of the records and corporate seal of Bar K Airport Property Owners Association, Inc., a corporation organized and existing under the laws of the State of Texas, and that the above is a true and correct copy of a resolution adopted at a meeting of the Board of Directors thereof, convened and held in accordance with the law and the Bylaws of said Corporation on March 22, 1995, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed, this March 22, 1995.



Lee Gerstacker/Secretary

**RESOLUTION OF BOARD OF DIRECTORS OF
RUSTY ALLEN AIRPORT PROPERTY OWNERS ASSOCIATION (POA), INC.**

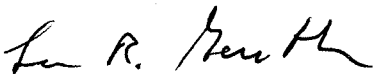
WHEREAS, on March 22, 1995 the annual meeting was called to order and a quorum was declared present. The POA members of the Corporation duly consented by unanimous vote, and authorized this Board of Directors and officers of this Corporation to amend Article I of the Articles of Incorporation, which consent is now on file in the minute book of this Corporation; it is:

RESOLVED, That Article I be amended and altered as follows:

The name of the corporation is the Rusty Allen Airport Property Owners Association, Inc., hereafter known as "the association".

I, Lee Gerstacker, do hereby certify that I am the duly elected and qualified Secretary and the keeper of the records and corporate seal of the Rusty Allen Airport Property Owners Association, Inc., a corporation organized and existing under the laws of the State of Texas, and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with the law and the Bylaws of said Corporation on March 22, 1995, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporation seal of said Corporation to be hereunto affixed, this 22nd day of March, 1995.



Lee Gerstacker/Secretary

FILED
In the Office of the
Secretary of State of Texas

MAY 26 1995

Corporations Section

ARTICLES OF AMENDMENT

BAR K AIRPORT PROPERTY OWNERS ASSOCIATION (POA), INC.

Bar K Airport Property Owners Association, Inc., a corporation of the State of Texas, whose registered office is located at 206 Flightline Drive in Lago Vista, Texas, Travis County, certifies pursuant to the provisions of Section 4.04 of the Texas Business Corporation Act the amendment was adopted at a meeting held on March 22, 1995 at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast that Article I of the Articles of Incorporation is amended to read as follows:

ARTICLE I

The name of the corporation is the Rusty Allen Airport Property Owners Association, Inc., hereafter called "the association".

Signed on April 19, 1995
Rusty Allen Airport Property Owners Association, Inc.

By 
George Eeds/President


Lee Gerstacker/Secretary