FILED
In the Office of the
Secretary of State of Texas
MAR 20 2018
Corporations Section

ARTICLES OF INCORPORATION
OF THE
THE HEIGHTS OF WINDCREST HOA, INC.

WE, THE UNDERSIGNED natural persons of the age of eighteen (18) years or more, acting as incorporators of a nonprofit corporation under the Texas Business Organizations Code, do hereby adopt the following as Articles of Incorporation for such corporation.

ARTICLE ONE
NAME

The name of the corporation is THE HEIGHTS OF WINDCREST HOA, INC., hereinafter sometimes called the "Corporation" or the "Association."

ARTICLE TWO
NONPROFIT

The Corporation is a nonprofit corporation.

ARTICLE THREE
DURATION

The period of its duration is perpetual.

ARTICLE FOUR
PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purpose or purposes for which the Corporation is organized are to provide for the acquisition, construction, management, maintenance, and care of common properties and/or common areas in the Association, and, to an extent which is reasonably attainable (in the sole discretion of the Board of Directors), to promote the recreation, health, safety, and welfare of the owners of the properties; to the improvement and maintenance of the common areas which may include (but not be limited to) the construction and maintenance of parks, parkways, rights-of-way, easements, esplanades, streets, curbs, sidewalks, entry gate(s), operating street lights and similar facilities within that certain tracts of land commonly known as the "HEIGHTS OF WINDCREST" subdivision in Fredericksburg, Gillespie County, Texas, and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

1. Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided to Non-Profit Corporations in the Texas Business Organizations Code, as same may be amended, supplanted or replaced from time to time); Texas Property Code Chapter 202, *et seq.*, (as same may be amended, supplanted, or replaced from time to time); and Texas Property Code Chapter 209 (also known as the Texas Residential Property Owners Protection Act, and as same may be amended, supplanted or replaced from time to time) and additionally shall exercise all of the

powers and privileges and perform all of the duties and obligations of the Association as set forth in those certain Declarations of Restrictive Covenants, Conditions, Restrictions, and Easements, hereinafter called the "Declaration" or "Declarations" (as same may be amended from time-to-time, applicable to the property and recorded at the following Document Number(s) of the Gillespie County Real Property Records:

Document Number 20181074, filed on March 8, 2018 (the "Original Declaration")

and as the same may be further amended from time to time as therein provided, said Declaration or Declarations being incorporated herein as if set forth at length; and shall additionally have the following powers and duties:

2. Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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 by the Association.

3. Acquire (by gift, purchase, or otherwise), 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.

4. Borrow money, and with the assent of two-thirds (2/3rds) of the members, voting in person or by proxy at a meeting called for such purpose, mortgage, pledge, deed in 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 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 two-thirds (2/3rds) of the members, voting in person or by proxy at a meeting called for such purpose has agreed to such dedication, sale or transfer, provided that at least sixty (60) days advance notice of the purpose, date, place, and time of such meeting has been given to the members.

6. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area.

7. Have, and exercise any and all powers, rights, and privileges which a corporation organized under the Texas Nonprofit Corporation Act by law may now or hereafter have or exercise.

8. Make and alter Bylaws.

9. Have and alter a corporate seal, and use the seal by causing it or a facsimile to be impressed on, affixed to, or reproduced in any manner on instruments required to be executed by the Corporation's officers.

10. Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in any interest in real or personal property wherever situated.

11. Invest and reinvest in property that the Board of Directors deems advisable, including an option to acquire an asset.

12. Purchase, receive, subscribe for, acquire, own, hold, vote, employ, mortgage, lend, pledge, sell, dispose of, or otherwise use and deal in and with shares, interests, and obligations of other corporations, whether for profit or not for profit, associations, partnerships, individuals, and government agencies and instrumentalities.

13. Sell, convey, exchange, convert, grant an option, assign, build, manage, operate, control, or otherwise dispose of Corporation property.

14. Partition, divide, subdivide, assign, develop, and improve Corporation property.

15. Make or obtain the vacation of plats, adjust boundaries, adjust differences in valuation on exchange or partition, and dedicate easements for public use, of Corporation property, with or without consideration.

16. Lease Corporation property for any legal purpose, and enter into any covenants and agreements relating to the leased property or any improvements that may be erected on the property.

17. Borrow money on behalf of the Corporation from any person, firm, or corporation for any Corporation purpose. However, the Corporation shall not borrow money from an Officer or Director without the approval of the Board of Directors, not including the vote of any Director who is involved in the transaction in a personal capacity.

18. Make contracts, incur liabilities, issue notes, bonds and other obligations, and secure obligations by mortgage or pledge of Corporation property, franchises, and income.

19. Encumber or hypothecate Corporation property for any Corporate purpose by mortgage, deed of trust, pledge, or otherwise, in accordance with the requirements of Section 4, hereinabove.

20. Lend money for the purposes of the Corporation, invest and reinvest funds, and take and hold real and personal property as security for the payment of funds loaned or invested.

21. Enforce any mortgage or deed of trust or pledge owned by the Corporation and, at any sale under any such mortgage, deed of trust, or pledge, bid and purchase at Corporation expense any property subject to the security instrument.

22. Vote and give proxies to vote any Corporation securities.

23. Pay any assessments or other charges levied on any Corporate asset, or provide other security, as appropriate.

24. Exercise any subscription, conversion, or other rights or options that may attach to the holders of any Corporation stocks, bonds, securities, or other instruments.

25. Carry, at the expense of the Corporation, insurance or make other arrangements for payment of liabilities to protect the Corporation or the Directors, Officers, members, agents, and employees of the Corporation, or persons serving at the request of the Corporation as representatives of another enterprise, provided that the terms of the insurance or other arrangements are consistent with the provisions of the Texas Business Organization Code.

26. Make donations for the public welfare, or charitable, scientific, or educational purposes, and in time of war, make donations in aid of war activities.

27. Abandon any Corporation asset.

28. Elect or appoint Officers and agents for any period of time, and define their duties.

29. Employ attorneys, investment advisors, accountants, brokers, tax specialists, or any other agents, and pay reasonable compensation for all services performed by any of them as a Corporation expense.

30. Compromise, participate in mediation, submit to arbitration, release with or without consideration, extend time for payment, and otherwise adjust any claims in favor of or against the Corporation.

31. Commence or defend any litigation in the corporate name with respect to the Corporation or any Corporation property, at the expense of the Corporation.

32. Cease the Corporation's activities and terminate its existence by voluntary dissolution.

33. Do all acts, take part in any proceedings, and exercise all rights and privileges as could an absolute owner of Corporation property, subject to the limitations expressly stated in these Articles of Incorporation. The enumeration of powers in these Articles of Incorporation shall not limit the general or implied powers of the Corporation or any additional powers provided by law.

RESTRICTIONS ON CORPORATE POWER

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 528 and related or successor regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.

2. Serve a private interest other than one that is clearly incidental to an overriding public interest.

3. Devote more than an insubstantial part of its activities in attempts to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.

4. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.

5. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to a nonprofit organization to accomplish the general purposes for which the Corporation was organized.

6. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

7. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

ARTICLE FIVE
MEMBERSHIP

The Corporation shall have one (1) class of members as provided in the Declaration and also in the Bylaws of the Corporation.

ARTICLE SIX
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of no less than three (3) and no more than five (5) Directors. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the Bylaws. The number of Directors may be changed by amendment of the Bylaws of the Association. Until the election of Directors at the first annual meeting of the members, the initial Board of Directors herein named shall so serve.

In electing Directors, members shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of Directors to be elected or by distributing the same number of votes among any number of candidates.

At the first annual meeting, the members shall elect Directors who shall serve for a term of three (3) years, and shall also elect Directors who shall serve for a term of two (2) years and one (1) year; and at each annual meeting thereafter the members shall elect the number of Directors required to fill the vacancies created by the then expiring terms, such new Directors to be elected for a term of three (3) years.

ARTICLE SEVEN
LIMITATION ON LIABILITY OF DIRECTORS

A Director is not liable to the Corporation or members for monetary damages for an act or omission in the Director's capacity as Director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE EIGHT
INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the Bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify Directors, Officers, or others related to the Corporation.

ARTICLE NINE
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE TEN
AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3rds) of the votes of the entire membership of the Association. Each Lot shall be entitled to one membership representation, and if more than one person owns any Lot, the vote of only one owner shall be required.

ARTICLE ELEVEN
REGISTERED AGENT

The street address of the initial registered office of the Corporation is 9150 Dietz-Elkhorn Road, Fair Oaks Ranch, Texas 78015, and the name of the registered agent at such address is Christopher J. Weber.

ARTICLE TWELVE
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as the initial Directors are as follows:

NAME	ADDRESS
John E. Bernard, President	P. O. Box 2526 Fredericksburg, Texas 78624
Dave L. Perrenoud, Vice President	140 Oak Crest Drive Fredericksburg, Texas 78624
Susan M. Bernard, Secretary/Treasurer	P. O. Box 2526 Fredericksburg, Texas 78624

ARTICLE THIRTEEN
CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

INCORPORATORS

The name and street address of each incorporator is:

NAME	ADDRESS
CHRISTOPHER J. WEBER	9150 Dietz-Elkhorn Road Fair Oaks Ranch, Texas 78015

IN WITNESS WHEREOF, I have hereunto set my hand, this 19th day of March, 2018.

CHRISTOPHER J. WEBER

STATE OF TEXAS §
§
COUNTY OF GILLESPIE §

I, Laura Ann Peters, a notary public, do hereby certify that on this the 19th day of March, 2018, personally appeared before me, CHRISTOPHER J. WEBER, who, being by me first duly sworn, declared that he is a person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

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

LAURA ANN PETERS
Notary Public, State of Texas
Comm. Expires 09-14-2021
Notary ID 3083772

Laura Ann Peters
NOTARY PUBLIC, STATE OF TEXAS

IRS DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 06-20-2018

Employer Identification Number:
83-0961052

Form: SS-4

Number of this notice: CP 575 E

HEIGHTS OF WINDCREST HOA INC
% JOHN
PO BOX 2526
FREDERICKSBRG, TX 78624

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 83-0961052. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

When you submitted your application for an EIN, you checked the box indicating you are a non-profit organization. Assigning an EIN does not grant tax-exempt status to non-profit organizations. Publication 557, Tax-Exempt Status for Your Organization, has details on the application process, as well as information on returns you may need to file. To apply for recognition of tax-exempt status under Internal Revenue Code Section 501(c)(3), organizations must complete a Form 1023-series application for recognition. All other entities should file Form 1024 if they want to request recognition under Section 501(a).

Nearly all organizations claiming tax-exempt status must file a Form 990-series annual information return (Form 990, 990-EZ, or 990-PF) or notice (Form 990-N) beginning with the year they legally form, even if they have not yet applied for or received recognition of tax-exempt status.

Unless a filing exception applies to you (search www.irs.gov for Annual Exempt Organization Return: Who Must File), you will lose your tax-exempt status if you fail to file a required return or notice for three consecutive years. We start calculating this three-year period from the tax year we assigned the EIN to you. If that first tax year isn't a full twelve months, you're still responsible for submitting a return for that year. If you didn't legally form in the same tax year in which you obtained your EIN, contact us at the phone number or address listed at the top of this letter.

For the most current information on your filing requirements and other important information, visit www.irs.gov/charities.

(IRS USE ONLY) 575E 06-20-2018 HEIG O 9999999999 SS-4

IMPORTANT REMINDERS:

* Keep a copy of this notice in your permanent records. **This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.** You may give a copy of this document to anyone asking for proof of your EIN.

* Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.

* Refer to this EIN on your tax-related correspondence and documents.

* Provide future officers of your organization with a copy of this notice.

Your name control associated with this EIN is HEIG. You will need to provide this information, along with your EIN, if you file your returns electronically.

If you have questions about your EIN, you can contact us at the phone number or address listed at the top of this notice. If you write, please tear off the stub at the bottom of this notice and include it with your letter. Thank you for your cooperation.

Keep this part for your records. CP 575 E (Rev. 7-2007)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 E

9999999999

Your Telephone Number
( ) -
_____

Best Time to Call
_____

DATE OF THIS NOTICE: 06-20-2018
EMPLOYER IDENTIFICATION NUMBER: 83-0961052
FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

HEIGHTS OF WINDCREST HOA INC
% JOHN
PO BOX 2526
FREDERICKSBRG, TX 78624