



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

Feather Bay Owners Association
Filing Number: 800371954

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been 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 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: 08/02/2004

Effective: 08/02/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

ARTICLES OF INCORPORATION
OF
FEATHER BAY OWNERS ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

AUG 02 2004

Corporations Section

Article I

NAME

The name of the corporation is Feather Bay Owners Association, hereafter called the "Association."

Article II

The corporation is a non-profit corporation.

Article III

The period of its duration is perpetual.

Article IV

PRINCIPAL OFFICE

The principal office of the Association is located at 6680 FM 2632, Brownwood, Texas 76801.

Article V

REGISTERED AGENT

Danny R. Smith, whose address is 6680 FM 2632, Brownwood, Texas 76801, is hereby appointed the initial registered agent of this Association.

Article VI

PURPOSE 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 residence Lots and Common Area within those certain tracts of property described in various Declarations of Restrictions, Covenants and Conditions of Feather Bay Properties in Brown County, Texas; and to promote the health, safety and welfare of the residents within the above-described properties and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and 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 those certain Declarations applicable to the property, and as the same may be amended from time to time as therein provided, said Declarations being more fully described as follows:

(1) Declarations regarding Feather Bay Subdivision, Phase I, recorded in Volume 4, page 119, Plat Records of Brown County, Texas, and in Volume 923, page 769, Volume 931, page 475, Volume 935, page 241, and in Volume 967, page 130, Real Property Records of Brown County, Texas.

(2) Declaration of Crown Point Subdivision as shown in Volume 962, page 359, Volume 962, page 371, and Volume 962, page 790, Real Property Records of Brown County, Texas.

(3) Declaration of Oak Ridge Estates Addition, Phase II, as shown in Volume 968, page 755, and in Volume 968, page 839, Real Property Records of Brown County, Texas.

(4) Declaration of Oak Ridge Estates Addition, Phase I, as shown in Volume 961, page 520, and in Volume 962, page 117, Real Property Records of Brown County, Texas.

(5) Declaration of Thompson's Subdivision and George Baugh's Lake Brownwood Front Subdivision recorded in Volume 1335, page 283, Real Property Records of Brown County, Texas.

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declarations; 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), 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 twenty percent (20%) of each class of 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) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of fifty percent (50%) of each class of members; and

(f) 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 VII

MEMBERSHIP

Every person or entity who is a record owner of a fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, 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 which is subject to assessment by the Association. Whenever the legal ownership of any lot in any Subdivision passes from one person to another, by whatever means, it shall not be necessary that any instrument provide for transfer of membership in the Association, and no certificate of membership need be issued.

Article VIII

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all the members of the Association, with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot in the Subdivision in which they hold an ownership interest. When more than one person holds such an interest in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine; providing, however, that in no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B members shall be the Declarant. The Class B member shall be entitled to three (3) votes for each Lot in the Subdivision in which it holds the interest required for membership in the Association; provided, however, that the Class B membership shall cease and become converted to Class A membership on the happening of whichever of the following events occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) Three (3) years after the sale by Feather Bay Partners, LTD. of the first Lot.

Article IX

BOARD OF DIRECTORS

The Association shall act through a Board of Directors composed of not less than three (3) nor more than five (5) members that shall manage the affairs of the Association. Each initial Director shall serve until his successor is duly elected and qualified in accordance with the Articles and Bylaws of the Association. The names and addresses of the persons who are to serve as the initial directors are:

Name	Address
<u>Danny R. Smith</u>	<u>2501 Stonegate Drive, Abilene, Tx 79606</u>
<u>Mark Cary</u>	<u>1236 Iberis Rd. South, Tuscola, Tx 79562</u>
<u>Jay Savage</u>	<u>600 Tower Court, Coppell, Tx 75019</u>

Article X

AMENDMENTS

Amendment of these Articles shall require the assent of fifty percent (50%) of the entire membership.

Article XI

ANNEXATION OF ADDITIONAL PROPERTIES

The Association may, at any time, annex additional residential properties and common areas to the Properties described in Article VI, and so add to its membership under the provisions of Article VII, provide that any such annexation shall have the assent of fifty percent (50%) of the entire Class A membership and fifty percent (50%) of the entire Class B membership, if any.

Article XII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the entire Class A membership and seventy-five percent (75%) of the entire Class B membership, if any. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be applied and distributed in accordance with Art. 1396-6.02 of the Texas Non-Profit Corporation Act, or its successor statute.

Article XIII

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES XI THROUGH XII

In order to take action under Articles XI through XII, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members no less than 30 day nor more than 60 days in advance of the meeting. The presence of members or of proxies entitled to cast fifty percent (50%) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that a required dedication on dissolution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

Article XIV

The names and post office addresses of each Incorporator are:

NAME

ADDRESS

Danny R. Smith

2501 Stonegate Drive, Abilene, Tx 79606

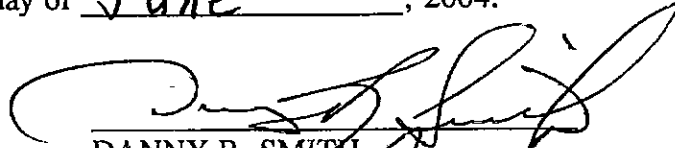
Mark Cary

1236 Iberis Rd. South, Tuscola, Tx 79562

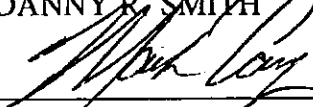
Jay Savage

600 Tower Court, Coppell, Tx 75019


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 29th day of June, 2004.



 DANNY R. SMITH



 MARK CARY

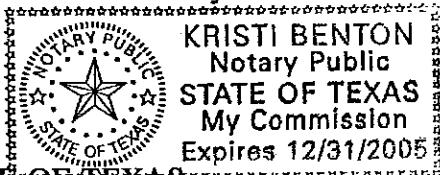


 JAY SAVAGE

STATE OF TEXAS
COUNTY OF BROWN

Before me, a notary public, on this day personally appeared DANNY R. SMITH, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 13th day of July, 2004.



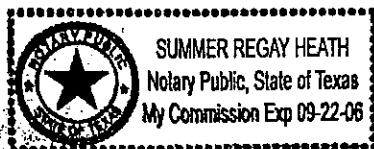


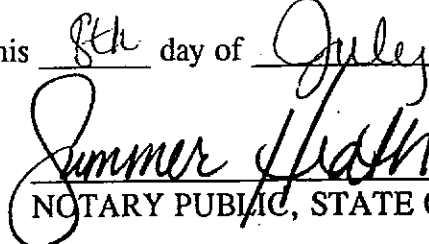
 NOTARY PUBLIC, STATE OF TEXAS

STATE OF TEXAS
COUNTY OF Taylor

Before me, a notary public, on this day personally appeared MARK CARY, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 8th day of July, 2004.



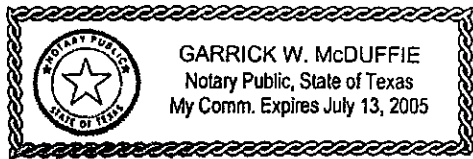


 NOTARY PUBLIC, STATE OF TEXAS

STATE OF TEXAS
COUNTY OF Dallas

Before me, a notary public, on this day personally appeared JAY SAVAGE, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 29 day of June, 2004.



Garrick W. McDuffie
NOTARY PUBLIC, STATE OF TEXAS