

# **RESTATED CERTIFICATE OF FORMATION**

## **ARTICLE 1 - CORPORATE NAME**

The name of the Non-Profit Corporation is:

*The Estates at Shannon Ridge Homeowners Association, Inc.*

(hereinafter called the "Association").

## **ARTICLE 2 - REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent is: John J. Turner

The registered office is: 832 Paddy Rd. Floresville, TX 78114-6533

## **ARTICLE 3 - MANAGEMENT**

Management of the affairs of the corporation is to be vested in the Board of Directors.

The Board of Directors composition is set forth in the bylaws of the corporation.

The Board of Directors are:

Andi Kelly - President – P0 Box 54, Floresville, TX 78114

Tom Segura - Vice President - P0 Box 54, Floresville, TX 78114

Alena Berlanga – Secretary - P0 Box 54, Floresville, TX 78114

John Turner – Treasurer - P0 Box 54, Floresville, TX 78114

Conrad Krueger - Parliamentarian - P0 Box 54, Floresville, TX 78114

Glen Mabe - Subdivision Representative - P0 Box 54, Floresville, TX 78114

Leonard Ruiz - Subdivision Representative - P0 Box 54, Floresville, TX 78114

Ed Matheaus - Subdivision Representative - P0 Box 54, Floresville, TX 78114

Rex Minard - Subdivision Representative - P0 Box 54, Floresville, TX 78114

Mandee Henk - Subdivision Representative - P0 Box 54, Floresville, TX 78114

Terry LeBreck – Subdivision Representative - P0 Box 54, Floresville, TX 78114

## **ARTICLE 4 - MEMBERSHIP**

The corporation will have members.

Membership in the Association shall be dependent upon ownership of a qualifying property interest in the Estates at Shannon Ridge Subdivision, Floresville, Wilson County, Texas, as established by the Association's bylaws. Membership is voluntary, not mandatory.

## **ARTICLE 5 - DURATION**

The Association shall exist perpetually.

## **ARTICLE 6 - PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is organized in accordance with and shall operate for non-profit purposes pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to its members.

The Association is formed for the purpose of preserving and enhancing the value of the property and to improve the quality of life in the Estates at Shannon Ridge Subdivision. Without limiting the generality of the foregoing, the Association is organized for the following general purposes:

- (a) Promoting neighborhood cohesiveness.
- (b) Enforcing existing *The Estates at Shannon Ridge Subdivision* restrictions recorded in the Official Public Records of Wilson County, Texas.
- (c) Supporting neighborhood beautification activities and projects.
- (d) Sponsoring neighborhood social functions.
- (e) Supporting anti-crime activities.

The above statement of purpose shall be construed as a statement of both purposes and powers. The purpose and power stated in each of the clauses above shall not be limited or restricted by reference to, or inference from, the terms and provisions of any other such clauses, but shall be broadly construed as independent purposes and powers.

## **ARTICLE 7 - VOTING RIGHTS**

The voting rights of the members of the Association shall be determined by qualifying property ownership and being current in payment of Association dues, as established by the Association's bylaws. Members shall have only one vote for each platted lot owned, providing membership dues are paid for each lot owned.

A member may vote by limited proxy as outlined in the bylaws. Limited proxies are to be used to establish a quorum, vote on changes to governing documents, budgets, and other matters put before the membership.

Elections for officers and subdivision representatives shall be by secret ballot, to include absentee ballots as specified in the bylaws.

## **ARTICLE 8 - LIMITATION OF LIABILITY**

- a. Except as provided in Paragraph b below, an officer or subdivision representative 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 subdivision representative, except to the extent a person is found liable for:
  - 1. a breach of the officer or subdivision representative's duty of loyalty to the Association or its members.

2. an act or omission not in good faith that constitutes a breach of duty of the officer or subdivision representative to the Association.
3. an act or omission that involves misconduct or a knowing violation of the law.
4. a transaction from which the officer or subdivision representative receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office; or
5. an act or omission for which an applicable statute expressly provides the liability of an officer or subdivision representative.

The liability of officers and subdivision representatives 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 subdivision representative does not eliminate or modify that person's liability as a member of the Association. The liability of a member arising out of a contract made by the Association, or out of the indemnification of officers or subdivision representatives, or for damages as a result of injuries arising in connection with the common elements, or for liabilities incurred by the Association, will not be limited to the same proportion for which he is liable for common expenses as a member of the Association.

#### **ARTICLE 9 - INDEMNIFICATION**

Subject to the limitations and requirements of Article 1396-2.22A of the Nonprofit Corporation Act, the Association will indemnify a person who was, is or is threatened to be made and named a defendant or respondent in a proceeding because the person is or was an officer or subdivision representative 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 the capacity and arising out of that capacity.

#### **ARTICLE 10 - AMENDMENT OF ARTICLES**

These articles may be amended by proposal submitted to the membership of the Association. Any such proposed amendment shall be adopted by a two thirds (2/3) majority of the voting members present in person and including valid limited proxies.

#### **ARTICLE 11 - AMENDMENT OF BYLAWS**

The bylaws of the Association may be amended or repealed according to the amendment provision of the bylaws.

#### **ARTICLE 12 - DISSOLUTION**

The Association may be dissolved only as provided by State Law.