

FILED
In the Office of the
Secretary of State of Texas

MAY 21 1999

Corporations Section

ARTICLES OF INCORPORATION

OF

APPLE SPRINGS OWNERS ASSOCIATION

I, the undersigned natural person over the age of eighteen (18) years, acting as an incorporator, adopt the following Articles of Incorporation of Apple Springs Owners Association (referred to as the "Corporation") under the Texas Non-Profit Corporation Act (referred to as the "Act"):

ARTICLE ONE

The name of the Corporation is Apple Springs Owners Association.

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The Corporation shall continue in perpetuity.

ARTICLE FOUR

The purpose for which the Corporation is organized is to:

represent the common interests of owners of real property situated in Apple Springs, a subdivision in Travis County and Williamson County, Texas, according to the map or plat thereof, recorded in Volume 83, Page 51A-55B of the plat records of Travis County, Texas;

assist in the enforcement of subdivision restrictions so as to preserve the value of property within the subdivision; and

to organize activities and projects that will enhance the quality of life for people in the subdivision and the value of property in the subdivision.

ARTICLE FIVE

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. The Corporation shall have the power, on dissolution, to distribute assets to members as provided by law, regardless of the provisions of Article 1396-6.02, Section A(3) or Article 1396-7.06, Section B(3) of the Revised Civil Statutes. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. No director or officer of the Corporation shall receive compensation for services rendered to or for the Corporation in connection with carrying out the duties of any such office.

2007/08/01

ARTICLE SIX

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

ARTICLE SEVEN

The Corporation shall have one or more classes of members as provided in the bylaws of the Corporation.

ARTICLE EIGHT

The street address of the initial registered office of the Corporation is 19404 Apple Springs Drive, Leander, TX 78641. The name of the initial registered agent at this office is Michael L. Boling.

ARTICLE NINE

The qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors shall be provided in the bylaws. The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased by adoption or amendment of bylaws; provided, however, that the number of directors shall never be less than three (3) persons. The initial Board of Directors shall consist of the following persons at the following addresses:

Name of Director	Street Address
Michael L. Boling	19404 Apple Springs Drive Leander, Texas 78641
Kathleen H. Boling	19404 Apple Springs Drive Leander, Texas 78641
David L. Hollon	2111 Ridgmar Blvd., #265 Ft. Worth, Texas 76116

ARTICLE TEN

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 ELEVEN

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, members or others related to the Corporation.

ARTICLE TWELVE

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.

ARTICLE THIRTEEN

The name and street address of the incorporator is Michael L. Boling, 19404 Apple Springs Drive, Leander, Texas 78641.



Michael L. Boling
Incorporator