

**CORDILLERA RANCH PROPERTY OWNERS ASSOCIATION, INC.  
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
IN LIEU OF MEETING OF THE BOARD OF DIRECTORS**

The undersigned, being the Directors of **CORDILLERA RANCH PROPERTY OWNERS ASSOCIATION, INC.**, a Texas non-profit corporation (the "Association"), do hereby consent, pursuant to Section 22.220 of the Texas Business Organizations Code and in lieu of the holding of a meeting of the Board of Directors, to the adoption of the following resolution:

**1. ADOPTION AND APPROVAL OF COMMUNITY MANUAL**

WHEREAS, the Board of Directors of the Association is of the opinion that it is in the best interest of the Association, to adopt that certain Community Manual, attached hereto as Exhibit "A" (the "Community Manual"); and

NOW, THEREFORE, IT IS RESOLVED, that the form of the Community Manual submitted to the undersigned Directors with this consent, and all of the terms, conditions, representations, provisions and covenants contained therein, are hereby approved; and

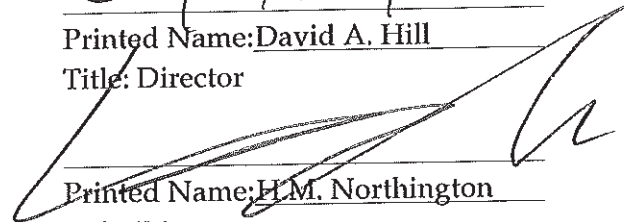
RESOLVED FURTHER, that David A. Hill, as President of the Association, is hereby authorized and directed, for and on behalf of the Association, to execute and acknowledge a Officer's Certificate attaching the Community Manual and record the Officer's Certificate in the Official Public Records of Kendall County, Texas.

IN WITNESS WHEREOF, the undersigned have executed this consent as of and effective the 30<sup>th</sup> day of Dec., 2011.



Printed Name: David A. Hill

Title: Director



Printed Name: H.M. Northington

Title: Director



Printed Name: Mike Sheridan

Title: Director

EXHIBIT "A"

[ATTACH COMMUNITY MANUAL]



AFTER RECORDING RETURN TO:  
Robert D. Burton, Esq.  
Winstead, PC  
401 Congress Ave., Suite 2100  
Austin, Texas 78701  
Email: [rburton@winstead.com](mailto:rburton@winstead.com)

**CORDILLERA RANCH**  
**COMMUNITY MANUAL**

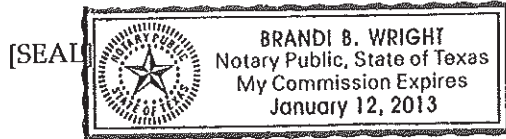
The undersigned hereby certifies that he is the duly elected, qualified and acting President of Cordillera Ranch Property Owners Association, Inc., a Texas non-profit corporation (the "Association"), and that this is a true and correct copy of the current Community Manual of the Association adopted by the Board of Directors of the Association.

IN WITNESS WHEREOF, the undersigned has executed this certificate on the 30<sup>th</sup> day of Dec, 2011.

David A. Hill, President

STATE OF TEXAS §  
COUNTY OF Kendall §

This instrument was acknowledged before me of this 30<sup>th</sup> day of Dec., 2011, by David A. Hill, the President of Cordillera Ranch Property Owners Association, Inc., a Texas non-profit corporation, on behalf of said corporation.



Brandi B. Wright  
Notary Public Signature

Cross-reference to Cordillera Ranch Master Declaration of Covenants, Conditions and Restrictions recorded under Volume 507, Page 538, Official Public Records of Kendall County, Texas, as amended.

In the event of a conflict between the terms and provisions of the Restrictions (defined below) or any policies adopted by the Board prior to the effective date of this instrument, the terms and provisions of this instrument shall control.

CORDILLERA RANCH  
COMMUNITY MANUAL  
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ATTACHMENT 1

ARTICLES OF INCORPORATION & ARTICLES OF MERGER



The State of Texas  
Secretary of State

CERTIFICATE OF INCORPORATION  
OF

CORDILLERA RANCH PROPERTY OWNERS ASSOCIATION, INC.  
CHARTER NUMBER 01475005

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,  
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE  
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE  
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 CORPORATE 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 JAN. 16, 1998

EFFECTIVE JAN. 16, 1998



Alberto R. Gonzales, Secretary of State

COPY

FILED  
In the Office of the  
Secretary of State of Texas

JAN 10 1998

Corporations Section

ARTICLES OF INCORPORATION  
OF  
CORDILLERA RANCH PROPERTY OWNERS ASSOCIATION, INC.

DOC # 00262472  
VOL 1291 P. 378

The undersigned, a natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Cordillera Ranch Property Owners Association, Inc.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purposes for which the corporation is organized are:

(1) The specific and primary purpose is to promote and develop the social welfare of Cordillera Ranch, a development (the "Development") in Kendall County, Texas pursuant to the Master Declaration of Covenants, Conditions and Restrictions of Cordillera Ranch recorded on February 26, 1997 in Volume 507, Page 538 of the Official Real Property Records of Kendall County, Texas, under document number 0115243, as supplemented or amended from time to time (the "Declaration"), and to provide for the acquisition, construction, management, maintenance, and care of property in the Development.

(2) The general purposes and powers are, subject to the provisions of the Declaration:

(a) to assure the upkeep, maintenance, improvement and administration of all lands, improvements, security devices, and other real or personal property owned by or leased to the corporation, including all sidewalks, pathways, and private streets (including security access gates, if any, on such streets) located within the Development;

(b) to assure the upkeep maintenance, improvement and administration of any additional property which may in the future be acquired by or placed under the control of the corporation pursuant to the Declaration;

(c) to exercise all of the powers and authority and to perform all of the duties and obligations of the corporation arising under the Declaration;

(d) to enforce applicable provisions of the Declaration, the bylaws, any rules and regulations of the corporation, and any other instruments for the management and control of the Development; and

(e) to do all other acts and to have such rights or powers permitted by the Texas Non-Profit Corporation Act.

(3) Nothing contained in the foregoing statement of purposes shall be construed to authorize the corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members. The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of any private member or individual.

#### ARTICLE V

The street address of the initial registered office of the corporation is David A. Hill, and the name of its initial registered agent at such address is 2722 South Medford, Lufkin, Texas 75901.

#### ARTICLE VI

The corporation shall have members. The membership of the corporation and the rights and obligations of members shall be determined as provided in the Declaration and the bylaws of the corporation.

#### ARTICLE VII

The affairs of the corporation shall be managed by a board of directors. The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as initial directors are:



David A. Hill   2722 South Medford  
Lufkin, Texas 75901

Mike Sheridan                                      P.O. Box 4144  
Bergheim, Texas 78004

Anthony Fabbie                                    P.O. Box 4144  
Bergheim, Texas 78004

#### ARTICLE VIII

A director of the corporation shall not be liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except to the extent that the director is found liable for: (1) a breach of the director's duty of loyalty to the corporation or its members; (2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which the liability of a director is expressly provided by an applicable statute. Further, the corporation shall indemnify in accordance with the Declaration any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was the Declarant (as defined in the Declaration) or a director, officer, committee member, employee, servant, or agent of the corporation.

#### ARTICLE IX

Upon dissolution or court-ordered liquidation of the assets and affairs of the corporation, the corporation shall apply and distribute the assets of the corporation as follows:

- (1) all costs and expenses of the court proceedings, if the liquidation is by court order, and all liabilities and obligations of the corporation, shall be paid, satisfied and discharged, or adequate provision shall be made therefor, or in case such assets are

not sufficient to satisfy or discharge all of the corporation's liabilities and obligations, then such assets shall be applied so far as they will go to the just and equitable payment of such liabilities and obligations;

(2) assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution or liquidation, shall be returned, transferred or conveyed in accordance with such requirements; and

(3) all remaining assets shall be disposed of exclusively for the purposes of the corporation in such manner as the board of directors of the corporation shall determine and the laws of the state of Texas permit, rather than in the manner set forth in Sections 6.02.A(3) and 7.06.B(3) of the Texas Non-Profit Corporation Act, provided that no part of the net earnings of the corporation shall inure to the benefit of any private member or individual.

#### ARTICLE X

The name and street address of each incorporator of the corporation are:

David M. Washburn  
Winstead Sechrest & Minick P.C.  
910 Travis, Suite 2400  
Houston, Texas 77002-5895



\_\_\_\_\_  
David M. Washburn, Incorporator

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FILED  
In the Office of the  
Secretary of State of Texas  
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Corporations Section

ARTICLES OF MERGER  
OF  
CORDILLERA/KWW RANCH PROPERTY OWNERS ASSOCIATION, INC. (TX)  
INTO  
CORDILLERA RANCH PROPERTY OWNERS ASSOCIATION, INC. (TX)

Pursuant to the provisions of Article 5.04 of the Texas Non-Profit Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

ARTICLE I

The following Plan of Merger ("Plan") was approved by the members of Cordillera/KWW Ranch Property Owners Association, Inc., and by the members of Cordillera Ranch Property Owners Association, Inc. in the manner prescribed by the Texas Non-Profit Corporation Act:

PLAN OF MERGER

A. Cordillera/KWW Ranch Property Owners Association, Inc, a Texas Non-Profit Corporation (the "Merged Corporation") shall be merged with and into Cordillera Ranch Property Owners Association, Inc., a Texas Non-Profit Corporation (the "Surviving Corporation"), which shall be the surviving entity and will continue to exist and be governed by the laws of the State of Texas.

B. When this Plan shall become effective, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall succeed without other transfer to all the rights and property of the Merged Corporation. 7

C. The Surviving Corporation will carry on business with both its own assets and the assets of the Merged Corporation.

D. Each Class A member of the Merged Corporation will be a Class A member of the Surviving Corporation and will have the same number of votes in the Surviving Corporation as such member had been entitled to vote in the Merged Corporation. Each Class B member of the Merged Corporation will be a Class B member of the Surviving Corporation and will have the same number of votes in the Surviving Corporation as such member had been entitled to vote in the Merged Corporation. Each Class A and Class B member of the Surviving Corporation will retain the classification and the number of votes to which it is currently entitled.

DOI # 00262472  
DOI 1291 P 382

E. The present directors and officers of the Surviving Corporation shall continue to serve until their respective successors are elected and qualified.

F. The Articles of Incorporation and Bylaws of the Surviving Corporation shall continue in full force and effect until altered, amended or repealed or as provided by law.

G. The property subject to the Cordillera/KWW Ranch Master Declaration of Covenants, Conditions and Restrictions recorded in Volume 640, Page 413, as Document Number 0143765, on June 9, 2000, (the "Cordillera/KWW Declaration"), shall hereafter be governed by the provisions of the Cordillera Ranch Master Declaration of Covenants, Conditions and Restrictions ("Cordillera Declaration") recorded on February 24, 1997 in Volume 507, Page 538 of the Official Real Property Records of Kendall County, Texas, under document number 0115243, as amended by First Amendment to Cordillera Ranch Master Declaration of Covenants, Conditions and Restrictions recorded on August 31, 1998, in Volume 572, Page 524 of the Official Real Property Records of Kendall County, Texas, under document number 0128894, as amended by Second Amendment to Cordillera Ranch Master Declaration of Covenants, Conditions and Restrictions recorded on November 13, 2000 in Volume 657 Page 94 of the Real Property Records of Kendall County, Texas, and as same may be supplemented or amended from time to time (the "Cordillera Declaration") and the Cordillera/KWW Declaration shall be replaced by the Cordillera Declaration. The Supplemental Declaration to Cordillera/KWW Ranch Master Declaration of Covenants, Conditions and Restrictions, Unit 101, recorded in Volume 640, Page 446, as Document Number 0143766, on June 9, 2000, in the Real Property Records of Kendall County, Texas, the Supplemental Declaration to Cordillera/KWW Ranch Master Declaration of Covenants, Conditions and Restrictions, Unit 102, recorded in Volume 648, Page 84, as Document Number 0145483, on August 18, 2000, in the Real Property Records of Kendall County, Texas and the Supplemental Declaration to Cordillera/KWW Ranch Master Declaration of Covenants, Conditions and Restrictions, Unit 103, dated October 23, 2000, recorded in Volume 654, Page 957 of the Official Real Property Records of Kendall County, Texas and the Supplemental Declaration to Cordillera/KWW Ranch Master Declaration of Covenants, Conditions and Restrictions, Unit 102-A dated January 23, 2001, recorded in Volume 663 Page 1071 of the Official Real Property Records of Kendall County, Texas (collectively, the "Supplemental Declarations") will remain in effect and will be construed in a manner consistent with the Cordillera Declaration insofar as is possible without diminishing the full effect of the Supplemental Declaration.

H. The effective date of this merger shall be the date when the Secretary of State of Texas shall have issued a Certificate of Merger.

ARTICLE II


The Plan was approved by Cordillera/KWW Ranch Property Owners Association, Inc. (TX) at a Special Meeting dated May 3, 2001, at which a quorum was present and the Plan received at least two-thirds of the vote which members present at the meeting in person and by proxy were entitled to vote.

ARTICLE III

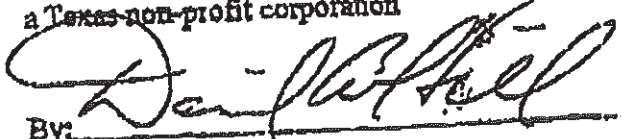
The Plan was approved by Cordillera Ranch Property Owners Association, Inc. (TX) at a Special Meeting dated May 3, 2001, at which a quorum was present and the Plan received at least two-thirds of the vote which members present at the meeting in person and by proxy were entitled to vote.

DATED: May 3, 2001

CORDILLERA/KWW RANCH PROPERTY OWNERS ASSOCIATION, INC.,  
a Texas non-profit corporation

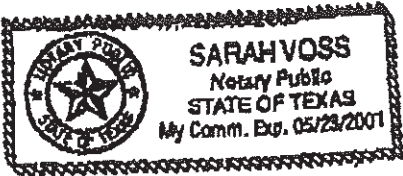
By:   
David A. Hill, President

CORDILLERA RANCH PROPERTY OWNERS ASSOCIATION, INC.  
a Texas non-profit corporation

By:   
David A. Hill, President

STATE OF TEXAS       §  
                                  §  
COUNTY OF KENDALL   §

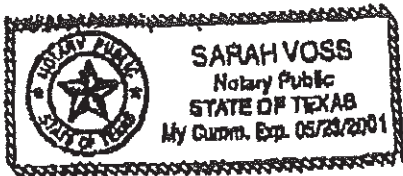
I, Sarah Voss, a Notary Public, do hereby certify that on this 3rd day of May, 2001, personally appeared before me David A. Hill, who being by me first duly sworn, declared that he is the President of CORDILLERA/KWW RANCH PROPERTY OWNERS ASSOCIATION, INC., that he signed the foregoing document as such officer of the corporation and that the statements therein contained are true.



Sarah Voss  
Notary Public, State of Texas

STATE OF TEXAS       §  
                                  §  
COUNTY OF KENDALL   §

I, Sarah Voss, a Notary Public, do hereby certify that on this 3rd day of May, 2001, personally appeared before me David A. Hill, who being by me first duly sworn, declared that he is the President of CORDILLERA RANCH PROPERTY OWNERS ASSOCIATION, INC., that he signed the foregoing document as such officer of the corporation and that the statements therein contained are true.



Sarah Voss  
Notary Public, State of Texas

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ATTACHMENT 2

BYLAWS