

ARTICLES OF INCORPORATION
OF
BRIDLEWOOD ESTATES

In compliance with the requirements of the Texas Non-Profit Corporation Act, the undersigned person(s), all of whom are residents of the State of Texas and all of whom are of full age, acting as incorporators of a corporation, sign and acknowledge the following Articles of Incorporation for such corporation.

Any terms not herein defined shall have the meaning attributable thereto in the Restrictions for BRIDLEWOOD ESTATES, an Addition to the City of Colleyville, Tarrant County, Texas.

ARTICLE I

The name of the corporation is HOMEOWNERS OF BRIDLEWOOD ESTATES, hereafter called the "Association". This corporation is a non-profit corporation.

ARTICLE II

The principal and initial registered office of the Association is located at 5137 Davis Blvd., North Richland Hills, Texas 76180.

ARTICLE III

TERRY SANDLIN is hereby appointed the initial registered agent of this Association.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit

to the members thereof, and no part of the Association's net earnings shall inure to the benefit of any member or private individual. The specific purposes for which it is formed are to provide for the maintenance of drainage easements, utility, and the maintenance and preservation of the entrance structures, jogging trails, landscaping and walls along Brown Trail and CheekSparger Road within the tract of property described as BRIDLEWOOD ESTATES, an Addition to the City of Colleyville, Tarrant County, Texas, and to promote good fellowship, neighborliness, health, safety and welfare of the residents within the above

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association, as set forth in that certain Dedication and Restrictions, hereinafter called the "Restrictions" applicable to the property and recorded in the office of the Clerk and Recorder of Tarrant County, Texas, and as the same may be amended from time to time as therein provided, said Restrictions being incorporated herein as if set forth at length;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of Restrictions; 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.

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- (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 with the assent (by vote) of seventy percent (70%) of the voting members, mortgage, pledge, encumber by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
 - (e) 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;
 - (f) Notwithstanding anything seemingly to the contrary herein, the Association shall have no power to modify, abridge or invalidate the homestead rights of any Owner of any Lot created under the Texas Constitution, Article XVI, Section 51 and Texas Property Code Section 41.001, 41.002.

ARTICLE V
MEMBERSHIP

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- (a) Every person or entity who is a record owner of a fee or undivided 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

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persons or entities who hold 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.

- (b) From time to time the Board may allow persons who are not Owners of a Lot(s) to participate as an associate member in the Association. The holder of associate memberships shall not be entitled to vote in any of the affairs of the Association but may be obligated to the assessment provisions of the Dedication and Restrictions in accordance with the laws of the State of Texas. Associate membership shall be made available only to persons who are not eligible as members of the Association but who have a direct interest in the affairs of the Association, including, but not limited to lessees of Lot Owners who are members of the Association. Associate Members shall have the right to participate socially in functions of the Association and to enjoy the benefits of the accomplishments of the Association, but shall have no right to participate in the governance of the affairs of the Association.

ARTICLE VI
VOTING RIGHTS

The Association shall have only one class of voting members and that class shall be owner of record. Members shall be entitled to one vote for each lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than (7) Directors, who shall be members of the Association. Subject to the above limitations, the number of Directors and their terms of office may be changed by amendment of the By-Laws of the Association. The initial Board shall consist of three (3) Directors. The method of electing Directors shall be set forth in the By-Laws.

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

MIKE SANDLIN
5137 Davis Blvd.
North Richland Hills, Texas 76180

TERRY SANDLIN
5137 Davis Blvd.
North Richland Hills, Texas 76180

J. B. SANDLIN
5137 Davis Blvd.
North Richland Hills, Texas 76180

ARTICLE VIII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy percent (70%) of the voting members. Upon dissolution of the Association, other than incident of a merger or consolidation, the assets of the Association shall be distributed in equal shares to the record owners of the Lots which are subject by covenant of record to assessment by the Association on the basis of one share per Lot.

ARTICLE IX
AMENDMENTS

Amendments of these Articles shall require the assent of seventy percent (70%) of the voting membership.

ARTICLE X
DURATION

The Corporation (Association) shall exist perpetually.

ARTICLE XI
INCORPORATORS

Names and Address of the Incorporators are as follows:

LARRY G. WOOD
1330 Summit Avenue
Fort Worth, Texas 76102

SHARON WOOD
1330 Summit Avenue
Fort Worth, Texas 76102

DEBBIE HURLOCK
1330 Summit Avenue
Fort Worth, Texas 76102

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, the undersigned incorporators of this Association have executed these Articles of Incorporation this _____ day of _____ 1993.

LARRY G. WOOD

SHARON WOOD

DEBBIE HURLOCK

THE STATE OF TEXAS {
COUNTY OF TARRANT {

BEFORE ME, the undersigned Notary Public in and for said County and State, on this day personally appeared LARRY G. WOOD, SHARON WOOD, and DEBBIE HURLOCK, who being by me duly sworn, on oath, state that they are the incorporators of the above non-profit corporation; that the statements contained in the Articles are within their knowledge true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME, Notary Public, on this _____ day of _____, 1993, to certify which witness my hand and seal of office.

Notary Public, State of Texas

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