



Office of the Secretary of State

CERTIFICATE OF RESTATED ARTICLES OF

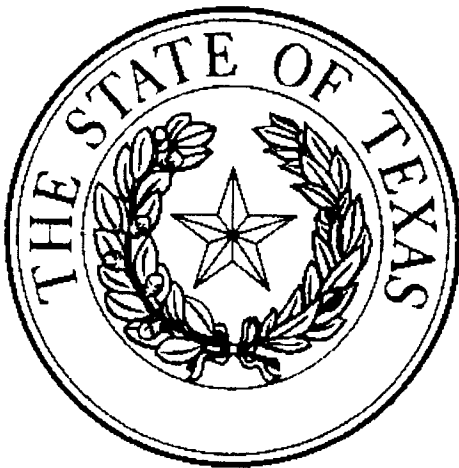
CIRCLE "D" CIVIC ASSOCIATION
27399301

The undersigned, as Secretary of State of Texas, hereby certifies that the Restated Articles for the above named entity 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 Restated Articles.

Dated: 11/21/2002

Effective: 11/21/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CIRCLE D CIVIC ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

NOV 21 2002

Corporations Section

At the annual meeting of members of Circle D Civic Association April 13, 2002, at which a quorum was present, the restated Articles of Incorporation were adopted upon the affirmative vote of at least two-thirds of such members voting, in person or by proxy; all amendments thereto have been effected in conformity with the provisions of the Texas Non-Profit Corporation Act; and the text restated hereinbelow accurately copies the Articles of Incorporation as hereby amended and contains no other changes.

ARTICLE I.

The name of the corporation is Circle D Civic Association, hereinafter referred to as the Association.

ARTICLE II.

The corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The corporation is organized to hold and manage real and personal property acquired by gift, purchase, or other means; administer the deed restrictions for all sections and tracts of Circle D Country Acres and Circle D Country Acres East; and take such actions as may be deemed advisable to provide for the safety, security and benefit of the members of the Association.

ARTICLE V.

Regardless of any other provision of these Articles or of the laws of Texas, the corporation shall not:

- (1) Permit any part of the receipts of the corporation to inure solely to the benefit of any individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes;
- (2) Carry on propaganda or otherwise attempt to influence legislation; or
- (3) Participate in, or intervene in, any political campaign on behalf of any candidate for public office by any means whatsoever, including the publication or distribution of statements.

ARTICLE VI.

Persons who are record owners of the fee simple title to one or more parcels in any of the subdivisions or tracts of Circle D Country Acres and Circle D Country Acres East; purchasers of such parcels under a contract of sale; and lessees of such parcels are thereby members of the Association and are entitled to vote in all matters except those in which a vote of the record owner is required by law, provided that such members shall be eligible to vote only if all fees and assessments owed to the Association by them have been paid in full.

ARTICLE VII.

In any matter, only one vote may be cast for each parcel regardless of the number of eligible persons having an interest of any kind in such parcel. Cumulative voting shall not be permitted.

ARTICLE VIII.


The street address of the registered agent of the corporation is 926 FM 1441, P.O. Box 852, Bastrop, Texas 78602, and the registered agent at such address is Douglas J. Leaver.

ARTICLE IX.


The number of directors constituting the Board of Directors of the corporation, all of whom must be members of the Association in good standing, is seven (7), of whom four (4) shall be elected biennially for a term of two years and three (3) shall be elected for a two-year term in the intervening years. A change in the number of directors shall be made only by amendment of the Articles of Incorporation. The names and addresses of the current Directors of the corporation are:

<u>Name</u>	<u>Address</u>
Douglas J. Leaver	P.O. Box 852 Bastrop, Texas 78602
Horace E. Russell	P.O. Box 852 Bastrop, Texas 78602
Shelby D. Gregory	P.O. Box 852 Bastrop, Texas 78602
Charles W. Garner	P.O. Box 852 Bastrop, Texas 78602
William S. Langle	P.O. Box 852 Bastrop, Texas 78602
William T. Mitchell	P.O. Box 852 Bastrop, Texas 78602
George B. Ross	P.O. Box 852 Bastrop, Texas 78602

IN WITNESS THEREOF, we have hereunto set our hands this 15th day of November, 2002.



Douglas J. Leaver, President



Shelby D. Gregory, Secretary