



Office of the Secretary of State

February 08, 2007

Attn: Ellen Senkel

Sneed, Vine & Perry, P.C.
PO Box 856
Georgetown, TX 78627 USA

RE: Oaks at Wildwood Condominium Association
File Number: 800770959

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to tax.help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555
Enclosure



Office of the Secretary of State

CERTIFICATE OF FILING OF

Oaks at Wildwood Condominium Association
File Number: 800770959

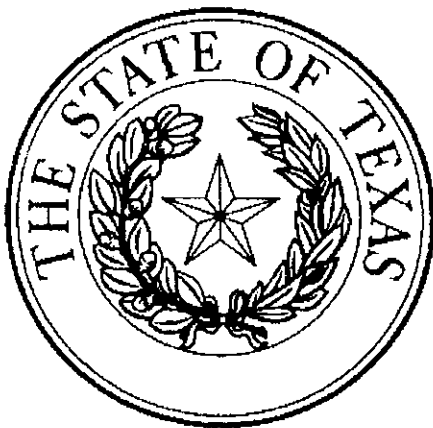
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a 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: 02/07/2007

Effective: 02/07/2007



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

CERTIFICATE OF FORMATION

FEB 07 2007

OF

Corporations Section

OAKS AT WILDWOOD CONDOMINIUM ASSOCIATION
(A Texas Nonprofit Corporation)

I, the undersigned natural person over the age of eighteen years, acting as incorporator of a corporation under the Texas Non-Profit Corporation Law, part of the Business Organizations Code (the "Code"), do hereby adopt the following Certificate of Formation for such corporation:

ARTICLE I

CONDOMINIUM ASSOCIATION

The corporation shall be, mean, and constitute the unit owners' association, organized pursuant to Section 82.101, Texas Uniform Condominium Act ("TUCA"), which is defined as the "**Association**" in the Declaration of Condominium Regime for the Oaks at Wildwood Condominium, being recorded in the Official Records of Williamson County, Texas, and as amended from time to time (the "**Declaration**"), with respect to certain real property located on all or part of approximately 15.99 acres out of the Joseph Fish Survey, Abstract No. 232, in Williamson County, Texas, locally known as 30 Wildwood Drive, Georgetown, Texas.

ARTICLE II

NAME

The name of the Association is the Oaks at Wildwood Condominium Association. As used below, the term "Association" shall mean the Oaks at Wildwood Condominium Association.

ARTICLE III

NONPROFIT

The Association is a nonprofit corporation, organized pursuant to the Code.

ARTICLE IV

DURATION

The duration of the Association shall be perpetual.

ARTICLE V

PURPOSES

The general purposes for which the Association is formed are to exercise the rights and powers and to perform the duties and obligations of the Association, in accordance with the Declaration, the Bylaws of the Association, the laws of the State of Texas, including the Act and TUCA (codified as Chapter 82 of the Texas Property Code), as each may be amended from time to time. By way of explanation, but not limitation, the Association's specific purposes may include fixing, levying, collecting, and enforcing payment of any charges or assessments as set forth in said Declaration; paying all expenses in connection therewith and all office, administration and other expenses incidental to the conduct of the business of the Association referred to in said Declaration, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

By way of explanation and not limitation, the Association's duties include the record keeping requirements set forth in Section 82.114 of TUCA and the duty to record the management certificate specified in Section 82.116 of TUCA, as the same may be revised from time to time.

ARTICLE VI

POWERS

In furtherance of its purposes, the Association shall have the following powers which, unless otherwise restricted by this Certificate, the Declaration, the Bylaws, or laws of the State of Texas, may be exercised by the board of directors:

1. All rights and powers conferred upon nonprofit corporations by the laws of the State of Texas in effect from time to time;
2. All rights and powers conferred upon condominium owners' associations by the laws of the State of Texas, including TUCA, and the right stated in Section 82.105 thereof to terminate certain contracts and leases made by the Association while controlled by the Declarant as provided therein, all as in effect from time to time; and

3. All powers necessary, appropriate, or advisable to perform any purpose or duty of the Association as set out in this Certificate, the Bylaws, the Declaration, or the laws of the State of Texas, including TUCA.
4. Notwithstanding the foregoing stated purposes, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are otherwise permissible but which are not in furtherance of managing, maintaining and, preserving the condominium regime created by the Declaration.
5. Notwithstanding the foregoing stated purposes, the Association's power under Section 82.102 (a) (7) of TUCA, which provides for the power to "adopt and amend rules regulating the use, occupancy, leasing or sale, maintenance, repair, modification, and appearance of units and common elements, to the extent the regulated action affects common elements or other units," shall be limited to implementing those rules and restrictions as are set forth in the Declaration or incorporated in the same by reference, as the same may be amended from time to time.

ARTICLE VII

MEMBERSHIP

The Association shall be a non-stock membership corporation. There shall be only one class of membership, which shall not be certificated. At all times during the existence of the condominium regime created by the Declaration, the membership of the Association shall consist exclusively of all of the owners of condominium units in the condominium regime. Following termination of the condominium regime, the membership of the Association shall consist of all of the former owners of condominium units in the condominium regime who are entitled to a liquidating distribution of proceeds or other property, and their heirs, successors and assigns. The Declaration and Bylaws shall otherwise determine the number and qualifications of members of the Association; the voting rights and other privileges of membership; and the obligations and liabilities of members. Cumulative voting is prohibited.

ARTICLE VIII

MANAGEMENT BY BOARD

Subject to the special rights of Declarant, as set forth in the Declaration, the management and affairs of the Association shall be vested in its board of directors, except for those matters expressly reserved to others in the Declaration and Bylaws. The Bylaws shall determine the number (which pursuant to Section 22.204 of the Code shall never be less than three) and qualification of directors, none whom need be members of the Association; the term of office of directors; the methods of

electing, removing, and replacing directors; and the permitted methods of holding board meetings and obtaining consents.

ARTICLE IX

LIMITATIONS ON LIABILITY

1. Except as provided in Paragraph 2 below, an officer or director of the Association is not liable to the Association or its members for monetary damages for acts or omissions that occur in that person's capacity as an officer or director, except to the extent the person is found liable for:

- (a) a breach of the officer's or director's fiduciary duty or duty of loyalty to the Association or its members;
- (b) an act or omission not in good faith that constitutes a breach of duty of the officer or director to the Association;
- (c) an act or omission that involves intentional misconduct or a knowing violation of the law;
- (d) a transaction from which the officer or director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office; or
- (e) an act or omission for which the liability of an officer or director is expressly provided by an applicable statute.

The liability of officers and directors of the Association shall be further limited by the Charitable Immunity and Liability Act of 1987, Chapter 84, Texas Civil Practice and Remedies Code, as amended. Any amendment, repeal or modification of the foregoing provision by the members of the Association shall not adversely affect any limitation on the liability or any director or officer of the Association existing at or prior to the time of such amendment, repeal or modification.

2. The limitation on the liability of an officer or director does not eliminate or modify that person's liability as a member of the Association. The liability of any member arising out of any contract made by the Association, or out of the indemnification of officers or directors, or for damages as a result of injuries arising in connection with the common elements and not caused by such member or another person for whom such member is responsible, or for liabilities incurred by the Association, wherein the members expressly assume in writing personal liability, shall be limited to the same proportion in which such member is liable for common expenses as a member of the Association. Pursuant to Section 22.152 of the Code, members of the Association are not personally liable for the debts, liabilities or obligations of the Association.

ARTICLE X

INDEMNIFICATION

Subject to the limitations and requirements of Chapter 8 of the Code, the Association shall indemnify an officer or director against reasonable expenses incurred by him in connection with a proceeding in which he is named a defendant or respondent because he is or was an officer or director if he has been wholly successful on the merits or otherwise, in defense of the proceeding. Subject to the limitations and requirements of Chapter 8 of the Code, the Association, may advance or reimburse reasonable expenses to, a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was an officer or director of the Association or who is compelled to appear as a witness or otherwise participate in a proceeding in which he is not named as a defendant or respondent. Additionally, subject to the limitations of Chapter 8 of the Code, the Association may indemnify, and may advance or reimburse reasonable expenses to, a person who is or was an employee, trustee, agent, or attorney of the Association, against any liability asserted against such person and incurred by such person in such a capacity and arising out of such person's status.

ARTICLE XI

AMENDMENT OF ARTICLES

This Certificate may be amended in accordance with the Act, subject to the following:

1. An amendment shall not conflict with the Declaration or TUCA.
2. An amendment shall not impair or dilute a right granted to the Declarant or other person by the Declaration, without Declarant's or that person's written consent as applicable.
3. Without member approval, the board of directors may adopt amendments permitted by Section 22.107 of the Code.
4. The consent of member's lienholders shall not be required to amend this Certificate.

ARTICLE XII

AMENDMENT OF BYLAWS

The Bylaws of the Association shall be amended or repealed according to the amendment provision of the Bylaws.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved only as provided in the Declaration, Bylaws, and by the laws of the State of Texas, including TUCA. On dissolution, the assets of the Association shall be distributed in accordance with the Declaration provision for distribution upon termination. If the Declaration has no such provision, then the assets of the Association shall be distributed in accordance with the termination provisions Sections 11.053 and 22.304 of the Code and to the extent not inconsistent therewith, the provisions of TUCA, including Section 82.068.

ARTICLE XIV

ACTION WITHOUT MEETING

Pursuant to Sections 6.002 and 6.202 of the Code, any action required by the Act to be taken at a meeting of the members or directors, or any action that may be taken at a meeting of members or directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voted and members and directors may participate and hold meetings by means of a conference telephone or similar communications equipment. Section 82.108(b) of TUCA requires that meetings of the Association and its board of directors must be open to unit owners and therefore any action taken without a meeting shall be subject to such open meeting requirement until Section 82.108(b) of TUCA is revised to provide otherwise.

ARTICLE XV

INITIAL BOARD OF DIRECTORS

The initial board shall consist of three directors who shall serve as directors until their successors shall have been elected and qualified, as provided in the Bylaws. The name and address of each initial director is as follows:

<u>Name</u>	<u>Address</u>
David B. Blackburn	347 Hwy 7 South Oxford, Mississippi 38655
R. Julian Allen, III	347 Hwy 7 South Oxford, Mississippi 38655

Bryan J. Beckworth

3511 Quarry Road
Austin, Texas 78703

The initial directors shall convene an organizational meeting as contemplated by Section 22.104 of the Code following the filing of the Association's Certificate of Formation.

ARTICLE XVI

INITIAL REGISTERED AGENT

The name of the Association's initial registered agent is Alliance Associated Management, Inc. The street address of its initial registered office is 115 Wild Basin Road, Suite 308, Austin, Texas 78746.

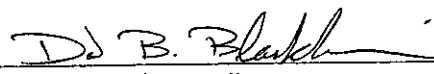
ARTICLE XVII

INCORPORATOR

The name and address of the incorporator is as follows:

David B. Blackburn
347 Hwy 7 South
Oxford, Mississippi 38655

I execute this Certificate of Formation on this 2 day of February, 2007.



David B. Blackburn, Incorporator