

FILED
In the Office of the
Secretary of State of Texas
AUG 21 2001
Corporations Section

ARTICLES OF INCORPORATION
OF
BROOKFIELD OWNERS ASSOCIATION, INC.

The undersigned natural person, being of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is: Brookfield Owners Association, Inc. (hereinafter called the "Association").

ARTICLE II
Nonprofit Corporation

The Association is a nonprofit corporation.

ARTICLE III
Duration

The period of its duration is perpetual.

ARTICLE IV
Purpose and Powers of the Association

The Association is organized in accordance with, and shall operate for nonprofit purposes pursuant to, the Texas Nonprofit Corporation Act, and does not contemplate pecuniary gain or profit to its members. The Association is formed for the sole purpose of exercising all of the powers and privileges, and performing all of the duties and obligations, of the Association as set forth in the Declaration of Covenants, Conditions, and Restrictions - Brookfield, dated June 14, 2001 and filed for record on August 7, 2001 in the Real Property Records of Travis County, Texas, as the same may be amended from time to time (the "Declaration").

ARTICLE V
Registered Office; Registered Agent

The street address of the initial registered office of the Association is 12554 Riata Vista Circle, Second Floor, Austin, Texas 78727. The name of its initial registered agent at such address is Terry E. Mitchell.

ARTICLE VI
Board of Directors

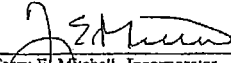
The number of directors constituting the initial Board of Directors of the Association is three (3) and the names and address of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Katrina L. Forbes	12554 Riata Vista Circle Second Floor Austin, Texas 78727
James Dorney	12554 Riata Vista Circle Second Floor Austin, Texas 78727
Bob Henson	12554 Riata Vista Circle Second Floor Austin, Texas 78727

ARTICLE VII
Incorporator

The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Terry E. Mitchell	12554 Riata Vista Circle Second Floor Austin, Texas 78727



Terry E. Mitchell, Incorporator

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
BROOKFIELD OWNERS ASSOCIATION, INC.

FILED
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Secretary of State of Texas
APR 08 2002
Corporations Section

Pursuant to the provisions of Article 1396-4.04 of the Texas Non-Profit Corporation Act, Brookfield Owners Association, Inc. (the "Association"), acting by and through its Board of Directors, adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Brookfield Owners Association, Inc.

ARTICLE TWO

The following provisions are hereby added to the Articles of Incorporation of the Association:

**ARTICLE VIII
MEMBERSHIP**

Every person or entity who is a record owner of any lot (a "Lot") which is a part of the property governed by the Declaration is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the Lot.

**ARTICLE IX
DISSOLUTION**

If the Association is dissolved, the assets of the Association shall be dedicated to a public body, or conveyed to a non-profit organization with a purpose similar to that of the Association.

**ARTICLE X
AMENDMENT**

Any amendment to these Articles of Incorporation shall be approved by at least 2/3 of the number of votes entitled to be cast pursuant to Section 6.03 of the Declaration.

**ARTICLE XI
HUD/VA APPROVAL**

Annexation of additional properties, mergers, consolidations, mortgaging of the Common Areas (as that term is defined in the Declaration) dissolution and amendment of the Articles of Incorporation of the Association, requires the prior approval of the United States Department of Housing and Urban Development and the United States Department of Veteran's Affairs so long as there remains any Class B Membership (as that term is defined in the Bylaws of the Association) in the Association.

ARTICLE THREE

The foregoing Amendments were adopted by consent in writing, signed by all members entitled to vote with respect thereto.

Brookfield Owners Association, Inc.

By: 

Katrina L. Forbes
President

After recording, please return to:

Niemann & Heyer, L.L.P.
Attorneys At Law
Westgate Building, Suite 313
1122 Colorado Street
Austin, Texas 78701

Fileserver:CLIENTS:Brookfield:Rules 9-13.doc



FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dana DeBeauvoir

DANA DEBEAUVOIR, COUNTY CLERK
TRAVIS COUNTY, TEXAS

October 21 2013 03:22 PM

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