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JAN 07 1994
Corporations Section

**ARTICLES OF INCORPORATION
OF
WINDMILL RIDGE HOMEOWNERS ASSOCIATION, INC.**

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

ARTICLE ONE

The name of the corporation is Windmill Ridge Homeowners Association, Inc., hereinafter sometimes referred to as "Corporation" or "Association."

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of duration is perpetual.

ARTICLE FOUR

The Corporation is organized for the following purposes: to maintain and administer the Common Facilities of Windmill Ridge Homeowners Association, Inc., San Antonio, Bexar County, Texas, according to plat recorded in Volume 9527, Page 177, and subsequent plats that may be recorded in the Deed and Plat Records of Bexar County, Texas, or any amendment thereof, and such additional lands as may be brought within the jurisdiction of the Association; to administer and enforce the covenants and restrictions for such lands; to collect and disburse the assessments and charges set

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forth in any Declaration of Covenants, Conditions and Restrictions which may be filed of record for such real property, including any Amended or Supplemental Declarations thereto, and for all additional properties which may come within the jurisdiction of the Association by annexation; and for such other lawful non-profit purposes as the corporation may determine. The corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The corporation shall have all powers allowed by the law of Texas to be exercised by non-profit corporations.

ARTICLE FIVE

The number of initial directors is three and the names and addresses of the directors are:

Gordon Best	14607 San Pedro, Suite 100 San Antonio, Texas 78232
Allen M. Ghormley	14607 San Pedro, Suite 100 San Antonio, Texas 78232
Miles Prestemon	14607 San Pedro, Suite 100 San Antonio, Texas 78232

The number of directors may be changed to not less than three, nor more than nine directors, by amendment to the By-Laws of the Association.

ARTICLE SIX

The address of its registered office is 14607 San Pedro, Suite 100, San Antonio, Texas 78232, and the name of its registered agent at such address is Allen M. Ghormley.

ARTICLE SEVEN

The corporation is a non-profit corporation, without capital stock, organized solely for non-profit purposes, and no director, officer or employee of the corporation, nor any individual having a personal or private interest in the activities of the corporation, shall ever be lawfully entitled to receive any profit from the operations of the corporation, except reasonable compensation for services rendered in carrying out one or more of its stated purposes. The corporation shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE EIGHT

Every person or entity who is a record owner of a fee or undivided interest in any Lot situated in Windmill Ridge, San Antonio, Bexar County, Texas, and such additional lands as may become subject to the jurisdiction and assessment of the Association, shall be a Member of the Association, provided, however, that any person or entity holding an interest in any such Lot or Lots merely as security for the performance of an obligation shall not be a Member. The Association may issue certificates to its members, to evidence their Membership.

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ARTICLE NINE

The Association shall have two (2) classes of voting membership: "Class A" Members shall be all members other than the "Class B" Member.

Class A Members shall be every person or entity as defined in Article Eight, with the exception of Wetmore Thousand Oaks, Ltd., its successors and assigns. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article Eight. When more than one person is the owner of any Lot, all such persons shall be members, and the vote of such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

The Class B Member shall be Wetmore Thousand Oaks, Ltd., provided that Wetmore Thousand Oaks, Ltd. may assign its Class B Membership, or a portion thereof, to an individual or corporate home builder ("Builder Member"), and such assignee shall be a Class B Member. The Class B Member shall be entitled to three votes for each Lot in which it holds the interest required by Article Eight, provided that the Class B membership shall cease and become converted to a Class A membership on the happening of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership, or
- (b) Five (5) years from the date hereof; provided, however, that the Class B membership shall be reinstated upon annexation to the Subdivision of any additional residential property, but such Class B membership shall thereafter be subject to further cessation in accordance

with the limitations set forth in Paragraph (a) above, and this Paragraph (b), whichever occurs first.

From and after the happening of these events, whichever occurs earlier, the Class B Member shall be deemed to be a Class A Member entitled to one vote for each Lot in which it holds the interest required for membership under Article Eight.

ARTICLE TEN

The Association shall be entitled to indemnify its officers, directors, and those acting on its behalf, including members of an Architectural Control Committee or other similar committee, to the fullest extent allowed by the Texas Non-Profit Corporation Act or other applicable law.

ARTICLE ELEVEN


Amendment of these Articles shall require the assent of seventy-five percent (75%) of the membership of the Association.

ARTICLE TWELVE

The name and address of the incorporator is:

Miles Prestemon
14607 San Pedro, Suite 100
San Antonio, Texas 78232

IN WITNESS WHEREOF, I have hereunto set my hand this 4 day of January, 1994.



Miles Prestemon

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