



STATE OF TEXAS           §       GOVERNING INSTRUMENT AFFECTING  
                                   §       WALNUT ESTATES PROPERTY OWNERS ASSOCIATION  
 COUNTY OF TEXAS       §       and its Property Owners Association

Pursuant to Texas Property Code §202.006, the undersigned officer of the WALNUT ESTATES PROPERTY OWNERS ASSOCIATION does hereby state that, to his knowledge:

Attached as "Exhibit A" is a copy of the Certificate and Articles of Incorporation of WALNUT ESTATES PROPERTY OWNERS ASSOCIATION, filed December 1, 1995.

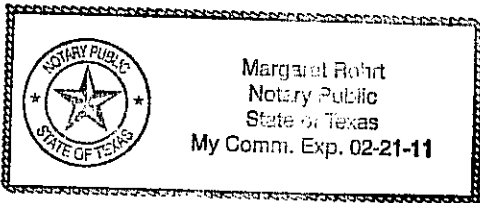
EXECUTED and EFFECTIVE as of this 22 day of November, 2008.

WALNUT ESTATES PROPERTY OWNERS ASSOCIATION

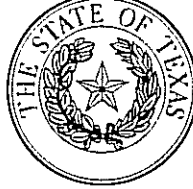
Mike Hunter  
 Mike Hunter, President

STATE OF TEXAS           §  
                                   §  
 COUNTY OF DALLAS       §

This instrument was acknowledged before me on this the 22<sup>nd</sup> day of November, 2008 by Mike Hunter, President of WALNUT ESTATES PROPERTY OWNERS ASSOCIATION, a Texas non-profit corporation, on behalf of said corporation.



Margaret Rohrt  
 Margaret Rohrt  
 Notary Public, State of Texas  
 My commission expires 02-21-11



# The State of Texas

## Secretary of State

### CERTIFICATE OF INCORPORATION

OF

WALNUT ESTATES PROPERTY OWNERS ASSOCIATION, INC.  
CHARTER NUMBER 01379650

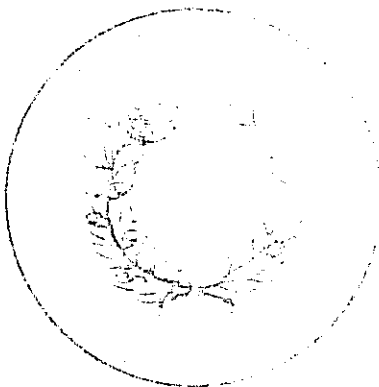
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.


ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE 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 DEC. 1, 1995

EFFECTIVE DEC. 1, 1995



  
Antonio O. Garza, Jr., Secretary of State

ARTICLES OF INCORPORATION OF  
WALNUT ESTATES  
PROPERTY OWNERS ASSOCIATION, INC.

FILED  
In the Office of the  
Secretary of State of Texas

DEC 01 1995

THE SECRETARY OF STATE  
STATE OF TEXAS:

Corporations Section

The undersigned persons, being legally competent to adopt Articles of Incorporation pursuant to the provisions of the Texas Non-Profit Corporation Act and the Amendments thereto, do hereby execute the following Articles of Incorporation for the purposes of forming a non-profit corporation.

ARTICLE ONE

NAME OF CORPORATION

The name of the corporation is: Walnut Estates Property Owners Association, Inc. (hereafter known as the "Association").

ARTICLE TWO

NON-PROFIT CORPORATION

The corporation is a non-profit corporation.

ARTICLE THREE

DURATION

The period of the corporation's duration is perpetual.

ARTICLE FOUR

PURPOSE AND POWERS OF THE ASSOCIATION

The purpose or purposes for which the corporation is organized are:

The Association does not contemplate pecuniary gain or profit to the members thereof. The purpose for which this non-profit corporation is formed is to establish the Association and to provide for its exercise of all the powers and privileges and performance of all the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Walnut Estates, Dallas, Texas (hereafter known as the "Declaration") and recorded in Volume 93149 at Page 0231, of the Deed Records of Dallas County, Texas, and as the same may be amended from time to time, as therein provided, said Declaration being incorporated as if fully set forth herein. Said Declaration is applicable to that certain property (hereafter known as the "Property") described in Exhibit "A" of the Declaration, to wit:

All of the real property described as Walnut Estates, according to the plat thereof recorded in Volume 93137, Page 3516 of the Deed Records of Dallas County, Texas;

The powers, privileges, duties, and obligations of the Association, provided in the Declaration include, but are not limited to the following:

(a) to maintain, preserve and control certain properties held in common by the Association for the benefit of the members of the Association;

(b) to promote the health, safety and welfare of the members of the Association and such members' property, and the common properties, within the described Property, in accordance with the provisions of the Declaration;

(c) to fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses instant 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;

(d) to have and exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Texas, by law, may now or hereafter have or exercise.

## ARTICLE FIVE

### MEMBERSHIP

The Association shall have no capital stock, and shall not be operated for the benefit of any individual or person. Every person or entity who is a record owner of a fee or undivided interest in any single family residential lot (hereafter known as "Lot") within the Property covered by the Declaration shall be a member (hereafter known as "Member") of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Walnut Investors Limited Partnership, an Oklahoma limited partnership, for so long as it shall qualify to be a Member, and any other entity holding record title to any Lot and therefore qualifying for membership in the Association, may be represented at Association meetings by a representative or representatives of its selection and may vote and hold elected office to the same extent that any Member is so allowed. Membership shall be appurtenant to and may not be separated from the ownership of any lot which is subject to assessment by the Association.

## ARTICLE SIX

### REGISTERED OFFICE, REGISTERED AGENT

The street address of the initial registered office of the corporation is 5935-B Mendocino Drive, Dallas Texas 75248, and the name of its initial registered agent at such address is C.E. "Jack" Duffner.

ARTICLE TEN

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than eighty percent (80%) of the Members of the Association. In regards to dissolution of this Association, Members may provide or withhold their assent on the basis of one vote per Lot owned by any Member. Votes may not be split. In those instances where interests in a Lot are held by more than one person or entity, those persons or entities must decide amongst themselves how to cast the unitary vote available to them. Upon dissolution of the Association, other than incident to merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to similar purposes.

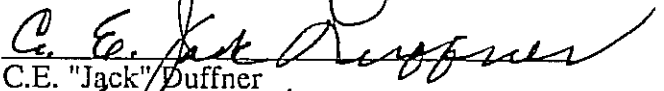
ARTICLE ELEVEN

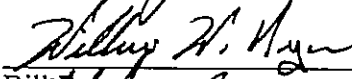

INCORPORATORS

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
C.E. "Jack" Duffner	5935-B Mendocino Drive Dallas, Texas 75248
Bill Bryce	6808 Colfax Drive Dallas, Texas 75231
Wesley Cooper	11127 Shady Trail Dallas, Texas 75229

IN WITNESS WHEREOF, for the purpose of forming this Non-Profit Corporation under the laws of the State of Texas, we the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 30th day of November, 1995.

  
C.E. "Jack" Duffner

  
WILLIAM W. Bryce  
  
Wesley Cooper

## ARTICLE SEVEN

### DIRECTORS

The affairs of this Association shall be managed by its Board of Directors. The number of directors constituting the initial board of directors shall be three (3) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
C.E. "Jack" Duffner	5935-B Mendocino Drive Dallas, Texas 75248
Bill Bryce	6808 Colfax Drive Dallas, Texas 75231
Wesley Cooper	11127 Shady Trail Dallas, Texas 75229

The initial directors shall serve only until the selection of their successors at the first annual meeting of the Members. At the first annual meeting of the Members, and at each subsequent annual meeting of the Members, a Board of Directors, consisting of six (6) directors shall be elected. Directors must be Members of the Association.

## ARTICLE EIGHT

### ACTION WITHOUT A MEETING

Any action that may be taken at a meeting of the Members, the Board of Directors, or committee created by the Bylaws or the Board of Directors, may be taken without a meeting if 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 the Members, Directors, or members of the committee were present and voted. Each written consent shall bear the date of signature of each Member, Director, or committee member who signs the consent. Prompt notice of the taking of any action by Members, Directors, or a committee without a meeting by less than the unanimous written consent shall be given to all Members, Directors, or committee members who did not consent in writing to the action.

## ARTICLE NINE

### AMENDMENTS


Amendments of these Articles shall require the assenting votes of sixty percent (60%) of the Members of the Association. In regards to amending these Articles, voting shall be on the basis of one vote per Lot owned by any Member. Votes may not be split. In those instances where interests in a Lot are held by more than one person or entity, those persons or entities must decide amongst themselves how to cast the unitary vote available to them.

Verification

STATE OF TEXAS )  
COUNTY OF DALLAS ) SS:

Before me, a notary public, on this day personally appeared C. E. "Jack" Duffner, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 30<sup>th</sup> day of November, A.D. 1995.

My Commission Expires:  SHAYLA BELL NOTARY PUBLIC STATE OF TEXAS Commission Expires 6-6-99 Shayla Bell Notary Public, State of Texas  
(Notarial Seal) (Printed or Stamped Name)


\*\*\*\*\*

Verification

STATE OF TEXAS )  
COUNTY OF DALLAS ) SS:

Before me, a notary public, on this day personally appeared ~~Bill Bryce~~, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 30<sup>th</sup> day of November, A.D. 1995.

My Commission Expires:  SHAYLA BELL NOTARY PUBLIC STATE OF TEXAS Commission Expires 6-6-99 Shayla Bell Notary Public, State of Texas  
(Notarial Seal) (Printed or Stamped Name)


\*\*\*\*\*

Verification

STATE OF TEXAS )  
COUNTY OF DALLAS ) SS:

Before me, a notary public, on this day personally appeared Wesley Cooper, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 30<sup>th</sup> day of November, A.D. 1995.

My Commission Expires:  SHAYLA BELL NOTARY PUBLIC STATE OF TEXAS Commission Expires 6-6-99 Shayla Bell Notary Public, State of Texas  
(Notarial Seal) (Printed or Stamped Name)

