

COPY

ARTICLES OF INCORPORATION

OF

VILLAGE ON THE GREEN HOMEOWNERS ASSOCIATION, INC.

The undersigned natural person of the age of 18 years or more, who is a citizen of the State of Texas, acting as incorporator of a non-profit corporation under the Texas Non-Profit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation (the "Corporation") is **VILLAGE ON THE GREEN HOMEOWNERS ASSOCIATION, INC.**

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of the Corporation's duration is perpetual.

ARTICLE IV

The primary purposes for which the Corporation is organized are: to acquire, improve, maintain and care for the Common Areas that are established by that certain Declaration of Covenants, Conditions and Restrictions for Village on the Green, to be recorded in the Real Property Records of Collin County, Texas, as the same may be amended or supplemented from time to time as provided therein (the "Declaration"), which provides for a residential community of single-family residences situated in the City of McKinney, Collin County, Texas; to perform all duties, responsibilities and activities required by the Declaration of the Corporation; and for the following purposes:

- (a) To promote the health, safety, welfare, recreation, common benefit and enjoyment of the Members of the Corporation within those properties that are subject to and hereafter made subject to the Declaration;
- (b) To fix, levy and collect by any lawful means all assessments and charges pursuant to the terms of the Declaration, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;
- (c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, use, maintain, convey, sell, lease, transfer, dedicate for public

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McKinney TX
Collin County Clerk
Trenda Taylor
Type#AC
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use or otherwise dispose of real or personal property (including, without limitation, the Common Area) in connection with the affairs of the Corporation;

(d) To exercise all of the powers, rights, authority and privileges conferred, and to perform all the obligations, responsibilities and duties imposed, upon the Corporation by the Declaration, and, without limitation, to do all things reasonably necessary or incidental to the exercise of such rights, powers, privileges and authority, and the performance of such responsibilities, duties and obligations; and

(e) To do all other things necessary and proper to accomplish any and all of the purposes set forth in this Article IV, and to exercise any and all of the powers, rights and privileges that a corporation organized as a non-profit corporation under the Act may by law now or hereafter be entitled to exercise or have, subject only to any limitations thereon set forth in the Declaration, the Bylaws of the Corporation, or these Articles of Incorporation.

As used herein, all capitalized terms shall be defined as set forth in the Declaration if not otherwise defined herein.

ARTICLE V

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the Corporation's Members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VI

Each individual and legal entity which now is or hereafter becomes a record owner of a fee or undivided fee interest in any Lot or Dwelling, while and as long as they retain such ownership interest, shall automatically be a Member of the Corporation. Membership in the Corporation shall be appurtenant to the ownership of a Lot or Dwelling, and shall be inseparable from such ownership. The foregoing is not intended to include persons or entities whose interest in a Lot or Dwelling is held only as security for the performance of an obligation. Members shall have such voting rights as are set forth in the Declaration and the Bylaws of the Corporation.

ARTICLE VII

The street address of the initial registered office of the Corporation is 4949 Hedgcoxe Road, Suite 100, Plano, Texas 75024, and the name of its initial registered agent at such address is Bruno H. Pasquinelli.

ARTICLE VIII

The number of directors constituting the initial board of directors of the Corporation is five (5). The names and addresses of the persons who are to serve as the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Bruno A. Pasquinelli	6880 Frontage Road, Suite 100 Burr Ridge, IL 60527
Anthony R. Pasquinelli	6880 Frontage Road, Suite 100 Burr Ridge, IL 60527
John J. Giampoli	6880 Frontage Road, Suite 100 Burr Ridge, IL 60527
Michael J. Pasquinelli	6880 Frontage Road, Suite 100 Burr Ridge, IL 60527
Bruno H. Pasquinelli	4949 Hedgecoxe Road, Suite 110 Plano, TX 75024

ARTICLE IX

Without limiting the power of the Members of the Corporation to amend or repeal the Corporation's bylaws or to adopt new bylaws, the Board of Directors shall have the power to amend or repeal the Corporation's bylaws and to adopt new bylaws.

ARTICLE X

Any action required by the Act to be taken at any annual or special meeting of Members, or any action which may be taken at any annual or special meeting of Members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by a Member or Members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all Members entitled to vote on the action were present and voted. A quorum shall be present at any annual or special meeting of Members if the holders of not less than one-third (1/3) of the votes entitled to be cast at such meeting are represented at the meeting, either in person or by proxy.

ARTICLE XI

Notwithstanding the provisions of Article 1396-6.02 of the Act, upon dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such

organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1986, as amended, as the Board of Directors of the Corporation shall determine. Any such assets not so disposed shall be disposed by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

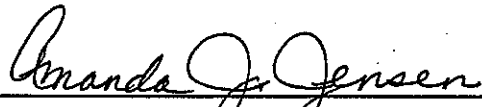
No director of the Corporation shall be liable to the Corporation or its Members for monetary damages for an act or omission in the director's capacity as a director, except that this article does not eliminate or limit the liability of a director to the extent the director is found liable for: (1) a breach of the director's duty of loyalty to the Corporation or its Members; (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which the liability of a director is expressly provided for by an applicable statute.

ARTICLE XIII

The name and address of the incorporator of the Corporation is:

Amanda J. Jensen
Winstead, Sechrest & Minick P.C.
5400 Renaissance Tower
1201 Elm Street
Dallas, Texas 75270-1999

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of December 2003.



Amanda J. Jensen, Incorporator

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Upon filing please return documents to:

Winstead Sechrest & Minick

Attn: Amanda Jensen

5400 Renaissance Tower

1201 Elm Street

Dallas, Texas 75270

Phone # 214-745-5400