

EXHIBIT "C"
TO THE
THIRD AMENDED DECLARATION
OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
WILLOW BEND LAKES

ARTICLES OF INCORPORATION
OF
WILLOW BEND LAKES
HOMEOWNERS ASSOCIATION, INC.

(Filed August 28, 1979)

ARTICLES OF INCORPORATION

OF

WILLOW BEND LAKES HOMEOWNERS ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas

AUG 28 1979

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following articles of incorporation for such corporation.

ARTICLE I

The name of the corporation is: WILLOW BEND LAKES HOMEOWNERS ASSOCIATION, INC., hereinafter sometimes called the "corporation" or the "Association."

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

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

(1) to operate, manage, maintain and administer the affairs of the residential lots situated in the Willow Bend Lakes Subdivision located in the City of Dallas, County of Dallas, Texas; established pursuant to that certain Declaration of Covenants, Conditions and Restrictions to be recorded in the Records of Dallas County, Texas (the "Declaration");

(2) to acquire, contract, maintain and care for the property consisting of the *Common Properties of the Subdivision*;

(3) to enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of *Willow Bend Lakes Subdivision* in accordance with the *Declaration*;

(4) to promote the health, safety and welfare of the residents within the above Subdivision;

(5) to exercise the powers and privileges and to perform all of the duties and obligations imposed on the corporation in accordance with the *Declaration*, as such *Declaration* may hereafter be amended, including but without limitation, to fix, levy, collect and enforce payment of assessments for such purposes, as set forth in the *Declaration*, to pay all expenses in connection therewith and all expenditures incident to the conduct of the administration and business of the Subdivision and all licenses, taxes and other charges as are levied or assessed against the corporation and the *Common Properties of the Subdivision*;

(6) to buy, sell and deal in real property, personal property and services, to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have to exercise.

The aforesaid statement of purposes shall be construed as a statement of both purposes and of powers and shall be broadly construed to effectuate its intent.

ARTICLE V

The street address of the initial registered office of the corporation is 2001 Bryan Tower, 40th Floor, Dallas, Texas 75201, and the name of its initial registered agent at such address is R. Terry Miller.

ARTICLE VI

The terms used herein, including but not limited to "Owner," "Subdivision," "Declarant," and "Common Properties" shall have the same meaning as set forth in the *Declaration*.

Every Owner of a Lot shall automatically be a Member of the Association.

The Association shall have two classes of voting membership:

CLASS A. Class A Members shall be all Members with the exception of Declarant. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any such Lot.

CLASS B. The Class B Member(s) shall be the Declarant. The Class B Member(s) shall be entitled to six (6) votes for each Lot in which Declarant holds the interest required for membership. The Class B membership shall cease, and each Class B Member shall become a Class A Member:

(i) when the total number of votes outstanding in the Class A membership is eight (8) times greater than the total number of votes outstanding in the Class B membership; or

(ii) on the tenth (10th) anniversary date of the lawful commencement date of the Association as an incorporated entity,

whichever occurs first in time.

ARTICLE VII

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Juanita E. McHenry	2001 Bryan Tower, 40th Floor Dallas, Texas
M. Jeanne Eaton	2001 Bryan Tower, 40th Floor Dallas, Texas
Cherie Watson	2001 Bryan Tower, 40th Floor Dallas, Texas

ARTICLE VIII

The number of directors constituting the initial Board of Directors is one (1). The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of initial Directors are:

NAME

ADDRESS

Larry Delzell

17820 Preston Road
Dallas, Texas

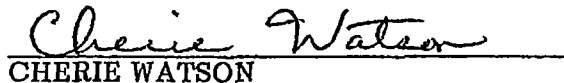
ARTICLE IX

Amendment, alteration or repeal of these articles shall require the assent of three-fourths (3/4) of the entire membership.

IN WITNESS WHEREOF, we have hereunto set our hands, this 22nd day of August, 1979.


JUANITA E. McHENRY


M. JEANNE EATON

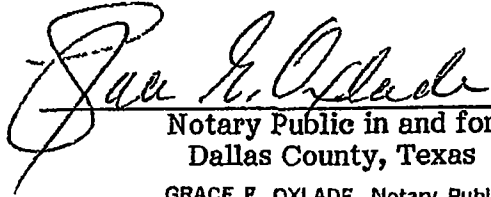

CHERIE WATSON

THE STATE OF TEXAS
COUNTY OF DALLAS

X
X
X

I, GRACE E. OXLADE, a Notary Public in and for said county and state, do hereby certify that on this 22 day of August, 1979, personally appeared before me JUANITA E. McHENRY, who being by me first duly sworn declared that she is the person who signed the foregoing document in her capacity as incorporator of WILLOW BEND LAKES HOMEOWNERS ASSOCIATION, INC. and that the statements therein contained are true.

SUBSCRIBED AND SWORN TO BEFORE ME, to certify which witness my hand and seal of office.


Notary Public in and for
Dallas County, Texas

GRACE E. OXLADE, Notary Public
In and for Dallas County, Texas
My commission expires 1-31 81

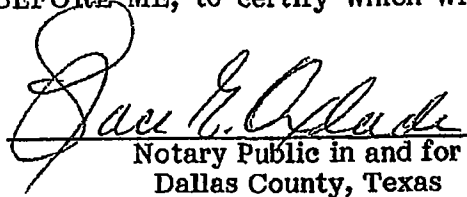
My Commission Expires:
1-31-81

THE STATE OF TEXAS
COUNTY OF DALLAS

X
X
X

I, GRACE E. OXLADE, a Notary Public in and for said county and state, do hereby certify that on this 22 day of August, 1979, personally appeared before me M. JEANNE EATON, who being by me first duly sworn declared that she is the person who signed the foregoing document in her capacity as incorporator of WILLOW BEND LAKES HOMEOWNERS ASSOCIATION, INC. and that the statements therein contained are true.

SUBSCRIBED AND SWORN TO BEFORE ME, to certify which witness my hand and seal of office.


Notary Public in and for
Dallas County, Texas

GRACE E. OXLADE, Notary Public
In and for Dallas County, Texas
My commission expires 1-31 81

My Commission Expires:
1-31-81

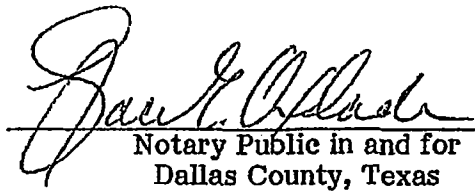
THE STATE OF TEXAS

X
X
X

COUNTY OF DALLAS

I, GRACE E. OXLADE, a Notary Public in and for said county and state, do hereby certify that on this 22 day of August, 1979, personally appeared before me CHERIE WATSON, who being by me first duly sworn declared that she is the person who signed the foregoing document in her capacity as incorporator of WILLOW BEND LAKES HOMEOWNERS ASSOCIATION, INC. and that the statements therein contained are true.

SUBSCRIBED AND SWORN TO BEFORE ME, to certify which witness my hand and seal of office.


Notary Public in and for
Dallas County, Texas

My Commission Expires:

1-31-81

GRACE E. OXLADE, Notary Public
in and for Dallas County, Texas
My commission expires 1-31 81