

APR 10 2002

ARTICLES OF INCORPORATION
OF
Corporations Section
WHITEWATER SPRINGS PROPERTY 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 Whitewater Springs Property Owners Association, Inc. (hereinafter called the "*Association*").

Article II

NONPROFIT CORPORATION

The Association is a nonprofit corporation.

Article III

DURATION

The period of the Association's 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 no part of the net earnings of the Association (other than by acquiring, constructing, or providing management maintenance, and care of Association property, and other than by rebate of excess membership dues, fees, or assessments) shall inure to the benefit of any private shareholder, member, or individual). The Association is formed for the sole purpose of providing for the acquisition, construction, management, maintenance, and care of the Association property consistent with the powers and privileges, and performing all of the duties and obligations, of the Association as set forth in the various instruments creating restrictive covenants encumbering the Subdivision (defined below), including those documents entitled Declaration of Covenants, Conditions and Restrictions of Whitewater Springs Subdivision (currently pertaining to Sections I-VI), filed for record in the real property records of Burnet County, Texas, as the same may be amended, restated and/or supplemented from time to time (collectively, the "*Declarations*"), with respect to the real property described in the Declarations and any other property subsequently made subject to any of the Declarations or added to or made a part of the Whitewater Springs Subdivision in Burnet County, Texas (the "*Subdivision*").

Article V
MEMBERSHIP

The Association shall be a membership corporation. The qualifications for membership and rights, duties, and obligations of members shall be contained in the Bylaws of the Association.

Article VI
REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the Association is c/o Jackson Walker, LLP, 100 Congress Avenue, Suite 1100, Austin, Texas 78701. The name of its initial registered agent at such address is Gerald S. Webberman.

Article VII
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Association is five (5) and the names and address of the persons who are to serve as the initial directors are:

Name	Street Address
David E. Wollaston, Sr.	c/o Wollaston Properties, LLC, 10900 South FM 1174, Bertram, Texas 78605
Chad Wollaston	c/o Wollaston Properties, LLC, 10900 South FM 1174, Bertram, Texas 78605
Richard Kemp	c/o Wollaston Properties, LLC, 10900 South FM 1174, Bertram, Texas 78605
David Keeney	1103 Whitewater Drive Bertram, Texas 78605
David Tyrrell	112 Springhollow Drive Bertram, Texas 78605

Article VIII
INDEMNIFICATION

To the maximum extent permitted by the Texas Non-Profit Corporation Act and other applicable law, the Association shall indemnify any director or officer or former director or officer of the Association for expenses and costs (including attorney's fees) actually and necessarily incurred by him or her in connection with any claim asserted against the director or officer, by action in court or otherwise, by reason of being or having been the director or officer, except in relation to matters as to which the officer or director is guilty of gross negligence or willful misconduct in respect of the matter in which indemnity is sought or as to which the such director's liability is not limited under Article IX below.

Article IX
LIMITATION OF DIRECTORS' LIABILITY

No director of the Association shall be liable to the Association for monetary damages for an act or omission in such director's capacity as a director, except for liability resulting from:

- (1) a breach of the director's duty of loyalty to the Association or its members;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Association 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 by an applicable statute.

Article X
IRS EXEMPTION

The business and affairs of the Association shall always be conducted so that the Association does not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation under 501(c)(4) of Internal Revenue Code of 1986, as amended.

Article XI
DISSOLUTION

In the event of dissolution of the corporation, the assets of the corporation shall belong to the members of the corporation at the time of dissolution, pro rata according to the respective members' percentage ownership of common area of Subdivision.

Article XII
INCORPORATOR

The name and address of the incorporator is: Gerald S. Webberman, Jackson Walker L.L.P., 100 Congress Avenue, Suite 1100, Austin, Texas, 78701.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of April, 2002.



Gerald S. Webberman, Incorporator