

**ARTICLES OF INCORPORATION
OF
BARTON CREEK LAKESIDE P.O.A., INC.**

FILED
In the Office of the
Secretary of State of Texas

DEC 05 2005

Corporations Section

ARTICLE ONE

The Corporation is formed as a non-profit corporation. The name of the Corporation is Barton Creek Lakeside P.O.A., Inc.

ARTICLE TWO

The period of duration of the Corporation is perpetual.

ARTICLE THREE

The Corporation shall have members. Members shall be owners of record of a lot or lots within the confines of that certain property described in the real property records of Travis County and Burnet County, Texas, which constitutes Barton Creek Lakeside.

ARTICLE FOUR

The purpose for which the Corporation is organized is to administer, interpret and enforce the Declaration of Covenants, Conditions and Restrictions for the Ranch, Sections Three through Eleven as recorded in Vol. 9849, page 590 of the Real Property Records of Travis County, Texas and as recorded in Vol. 371, page 362 of the Deed Records of Burnet County Texas and all subsequent amendments and addition thereto; to provide for the common interests of all lot owners in Barton Creek Lakeside and to maintain and improve the common areas around or controlled from time to time by the lot owners in Barton Creek Lakeside.

ARTICLE FIVE

An otherwise valid contract or transaction between the Corporation and one or more of its directors, officers, members or between the Corporation and any entity in which one or more of its directors, officers or members are directors or officers or have a financial interest, shall be valid, notwithstanding whether the director,

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officer or member is present at or participates in the meeting of the members, board of directors or committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the members, board of directors or the committee, and the members, board of directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested members, directors, and the contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the members, board of directors, or a committee thereof.

Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision or to subject any member, director or officer to any liability that he would not be subject to in the absence of this provision.

ARTICLE SIX

The Corporation shall have the power and authority to indemnify any person to the fullest extent permitted by law.

ARTICLE SEVEN

To the fullest extent permitted by applicable law, a director of the Corporation or any member of a committee appointed by the board shall not be liable to the Corporation or its members for monetary damages for an act or omission in the director's capacity as a director or committee member, except that this Article Seven does not eliminate or limit the liability of a director of the Corporation to the extent the director or committee member is found liable for:

- (a) a breach of a duty of loyalty to the Corporation or its members;
- (b) an act or omission not in good faith that constitutes a breach of duty of the director or committee member to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;

(c) a transaction from which the director or committee member received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such person's position; or

(d) an act or omission for which the liability of a director or committee member is expressly provided by an applicable statute.

Any repeal or amendment of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a person is not personally liable as set forth in the foregoing provisions of this Article, a person shall not be liable to the Corporation or its Members to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act.

ARTICLE EIGHT

The street address of the initial registered office of the Corporation is 27025 Masters Parkway, Spicewood, Texas 78669, and the name of its initial registered agent at such address is Charles Evans.

ARTICLE NINE

The number of directors constituting the initial board of directors is seven and the name and address of each person who is to serve as director until the first annual meeting of Members and until such director's successor is elected and qualified or, if earlier, until such director's death, resignation, or removal as director, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles Evans	27025 Masters Parkway Spicewood, Texas 78669
Paul Sullivan	2507 Countryside Circle Spicewood, Texas 78669
Byron Zinn	120 Hidden Springs Court Spicewood, Texas 78669

ARTICLE TEN

The name and address of the incorporator are as follows:

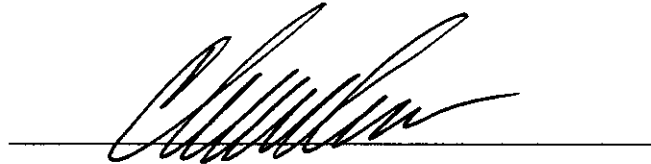
NAME

Charles Evans

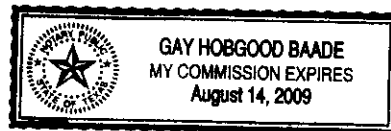
ADDRESS

27025 Masters Parkway
Spicewood, Texas 78669

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of October, 2005.



State of Texas
County of Travis



Gay Hobgood Baade
Notary Public

November 18, 2005

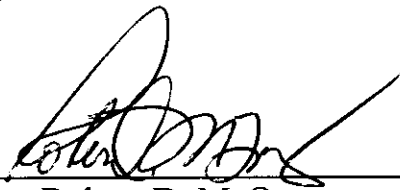
Mr. Don Gooding
Office of Secretary of State
P.O. Box 13697
Austin TX 78711-3697

Re: Document Number 105321880002
Barton Creek Lakeside POA, Inc.
Articles of Incorporation

Dear Mr. Gooding:

Barton Creek Lakeside Garden Home Property Owners Sub-Association, Inc. whose filing number is 127285601 hereby consents to the incorporation of Barton Creek Lakeside POA, Inc. and that entity's use of such name.

BARTON CREEK LAKESIDE
GARDEN HOMES PROPERTY
OWNERS SUB-ASSOCIATION,
INC.

By 
Robert D. McQuay
Registered Agent

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