

**ARTICLES OF INCORPORATION  
OF**

**BUTTERFIELD JUNCTION HOMEOWNERS' ASSOCIATION**

We, the undersigned natural person of legal age, 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, as set forth in Article 1396-1.01 et seq. of the Texas Revised Statutes, adopt the following articles of incorporation for such corporation:

**ARTICLE I**

**NAME AND STATUS**

The name of the corporation, referred to in these articles as the association, is **BUTTERFIELD JUNCTION HOMEOWNERS' ASSOCIATION**. The association is a nonprofit corporation

**ARTICLE II**

**PURPOSES AND POWERS**

1. The specific primary purposes for which the association is formed are to provide for maintenance, preservation, and architectural control of the residence lots and common area within a certain subdivided tract of real property described on the attached Exhibit A, and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions to it as may hereafter be brought within the jurisdiction of the association for such purposes.

2. In furtherance of such purposes, the association will have power to:

- a. Perform all of the duties and obligations of the association as set forth in a certain declaration of covenants, conditions, and restrictions, referred to in these articles as the declaration, which is applicable to the subdivision and to be recorded in the public records of Denton County, Texas;
- b. Affix, levy, and collect all charges and assessments pursuant to the terms of the declaration, and enforce payment of them by any lawful means; and pay all expenses related to such enforcement, and all office and other expenses incident to the conduct of the business of the association, including all

licenses, taxes, or governmental charges levied or imposed on the property of the association;

- c. Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association,
- d. Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- e. Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer,
- f. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation will have the consent by vote or written instrument of two-thirds of each class of members;
- g. Have and exercise any and all powers, rights, and privileges that a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.
- h. Improve, operate and maintain all common roadways and rights-of-way in the subdivision.

3 The association is organized and will be operated exclusively for the aforementioned purposes. The activities of the association will be financed by assessments on members as provided in the declaration, and no part of any net earnings will inure to the benefit of any member.

ARTICLE III

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation,

will be a member of the association Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

#### ARTICLE IV

##### VOTING RIGHTS

The association will have two classes of voting members as follows:

**Class A.** Class A members will be all owners with the exception of One Terra Land, Inc. and will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons will be members; the vote for such lot will be exercised as such members may determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members

**Class B.** The Class B member will be One Terra Land, Inc., which will be entitled to three (3) votes for each lot owned. The Class B membership will cease and be converted to Class A membership when 90% of all lots in the subdivision have been sold

#### ARTICLE V

##### BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the association is 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>
Ronnie Phillips	1200 W. University, Suite 150 Denton, TX 76201
Ken Morgans	182 F.M. 455W Pilot Point, TX 76258
Larry Wolfe	9214 Chimney Corner Dallas, TX 75243

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the association is 1200 W. University, Suite 150, Denton, Texas, 76201, and the name of its initial registered agent at such address is Ronnie Phillips.

ARTICLE VII

DURATION

The period of duration of the association is perpetual.

ARTICLE VIII

DISSOLUTION

The association will be dissolved and its affairs wound up by a two-thirds vote of each class of voting members or when the objects for which the association is organized have been fully accomplished.


ARTICLE IX

NAMES AND ADDRESSES OF INCORPORATORS

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Ronnie Phillips	1200 W. University, Suite 150 Denton, TX 76201
Charlotte Koerner	1200 W University, Suite 150 Denton, TX 76201

Executed at Denton, Texas, on April 7, 1998.

  
 \_\_\_\_\_  
 RONNIE PHILLIPS

  
 \_\_\_\_\_  
 CHARLOTTE KOERNER

STATE OF TEXAS §  
  §  
COUNTY OF DENTON §

Before me, the undersigned Notary Public, on this day personally appeared RONNIE PHILLIPS, known to me to be the person whose name is subscribed to the foregoing instrument. He acknowledged to me that he has executed the same for purposes and considerations therein expressed

GIVEN under my hand and seal of office on April 7, 1998.



Traci Lockhart  
Notary Public in and for the State of Texas

My commission expires: \_\_\_\_\_

STATE OF TEXAS §  
  §  
COUNTY OF DENTON §

Before me, the undersigned Notary Public, on this day personally appeared CHARLOTTE KOERNER, known to me to be the person whose name is subscribed to the foregoing instrument. She acknowledged to me that she has executed the same for purposes and considerations therein expressed

GIVEN under my hand and seal of office on April 7, 1998.



Traci Lockhart  
Notary Public in and for the State of Texas

My commission expires: \_\_\_\_\_

STATE OF TEXAS |
COUNTY OF DENTON |

WHEREAS One Terra Land LGM Incorporated is the owner of all that certain lot, tract or parcel of land situated in the William Stanham Survey, Abstract No 1144 the S A & M O R R Survey Abstract No. 1228 the William C Wharton Survey Abstract No 1380 and the S. Williams Survey Abstract No 1322 and being a part of the 319 6336 acre tract conveyed by deed by William C Campbell, Jr -Woodbine Limited Partnership and William E Campbell, Jr -Dm Fork Limited Partnership to One Terra Land LGM Incorporated by deed as recorded in CC No 95-RO084908 of the Deed Records of Denton County, Texas, and being more particularly described by metes and bounds as follows.

BEGINNING at a Corps of Engineers brass disc concrete monument found for the Southeast corner of Tract No 217 and the Northeast corner of Tract 218-1 conveyed to the United States of America for the Lake Ray Roberts Project, and as shown in property descriptions in Volume 1136 at Page 801 of the Deed Records of Denton County, Texas said monument having a Y= 615,210 2300 and an X= 216,322,3539 value as referenced to the Texas Plane Coordinate System, North Central Zone, said point also being a corner on the West line of the One Terra Land LGM Incorporated tract.

THENCE North 45 43 37 East along the Southeast line of said Lake Ray Roberts Project and the Northwest line of said One Terra Land LGM Incorporated tract and following a wire fence line for a distance of 2213 54 feet to a Corps of Engineers brass disc in concrete found for corner in the South line of Farm Market Road No 455 and the Northwest corner of said One Terra Land LGM Incorporated 319 6336 acre tract.

THENCE South 85 21 28 East along the South line of Farm Market Road No 455 a distance of 353,30 feet to a Corps of Engineers brass disc in concrete for corner

THENCE South 85 20 58 East and continuing along the South line of said Farm Market Road 455 for a distance of 852 85 feet to a 5/8 inch iron rod set for corner

THENCE South 85 15 51 East and continuing along the South line of Farm Market Road No 455 for a distance of 1280 88 feet to a Corps of Engineers brass disc in concrete found for the Northeast corner of said One Terra Land LGM Incorporated 319 6336 acre tract

THENCE South 0 50 52 West along the East line of said One Terra Land LGM Incorporated 319 6336 acre tract and the West line of a tract of land conveyed to Jerry Dan Whitley as recorded in Volume 725 at Page 313 of the Deed Records of Denton County Texas a distance of 257 56 feet to a 5/8 inch iron rod set for corner.

THENCE North 88 53 36 East along the common line of said Whitley tract and the One Terra Land LGM Incorporated 319 6336 acre tract for a distance of 302 51 feet to a 1/2 inch iron rod found for corner in the North line of an asphalt roadway now known as St. John Road, (an undedicated public right of way) said point being the Northwest corner of a 35 5551 acre tract of land conveyed to James Allan and Melinda Street by deed as recorded in CC No. 95-RO044749 Real Property Records of Denton County Texas

THENCE South 15 16 47 West along St Johns Road and following the East line of said One Terra Land LGM Incorporated 319 6336 acre tract and the West line of the James Allan and Melinda Street 35 5551 acre tract for a distance of 529 50 feet to a survey marker nail in asphalt found for corner.

THENCE South 14 37 05 West and continuing along St. Johns Road and along the East line of the One Terra Land LGM Incorporated tract and common to the West line of the James Allan and Melinda Street 35 5551 acre tract for a distance of 341 19 feet to a survey marker nail found in asphalt for corner

THENCE South 41 02 31 West along the East line of the One Terra Land LGM Incorporated tract and common to the West line of the James Allan and Melinda Street 35 5551 acre tract for a distance of 158 88 feet to a 1/2 inch iron rod found for corner

THENCE South 34 48 47 West and continuing along St Johns Road and the East line of One Terra Land LGM Incorporated tract and the West line of 6 50 acre tract of land conveyed to Don M Butler by deed recorded in Volume 2028 at Page 331 of the Deed Records of Denton County Texas for a distance of 226 48 feet to a 5/8 inch iron rod found for corner.

THENCE South 31 15 19 West and continuing along St Johns Road and following the East line of the One Terra Land LGM Incorporated tract and the West line of the Butler 6 50 acre tract for a distance of 196 90 feet to a 1/2 inch iron rod found for corner.

THENCE South 02 37 15 West and continuing along St. Johns Road and following the East line of the One Terra Land LGM Incorporated 319 6336 acre tract for a distance of 560 24 feet to a survey marker nail found in the north face of a 13 inch oak tree for corner said point being the Southwest corner of a 3 826 acre tract of land conveyed to Russell Rowe by deed as recorded in Volume 3199 at Page 833 of the Deed Records of Denton County, Texas, and also being the Northwest corner of a 15,5266 acre tract of land conveyed to Roy C Brack by deed recorded in CC File No 95- RO04474 of the Real Property Records of Denton County Texas.

THENCE South 0 18 07 West along the West line of said Brack 15 5266 acre tract for a distance of 560 00 feet to a 1/2 inch iron rod found for the Southeast corner said Brack 15 5266 acre tract and being the Northwest corner of a 30 13 acre tract of land conveyed to Marvin Springer

THENCE South 00 00 18 West along the West line of said Springer 30 13 acre tract and the East line of the One Terra Land LGM Incorporated 319,6336 acre tract for a distance of 430 00 feet to a 5/8 inch iron rod set for corner

THENCE South 71 14 45 West a distance of 279.87 feet to a 5/8 inch iron rod set for corner

THENCE North 38 04 53 West a distance of 770 00 feet to a 5/8 inch iron rod set for corner

THENCE North a distance of 305 53 feet to a 5/8 inch iron rod set for corner

THENCE West a distance of 636 32 feet to a 5/8 inch iron rod set for corner

THENCE South 0 39 03 West a distance of 153 84 feet to a 5/8 inch iron rod set for corner

THENCE North 89 50 57 West a distance of 476 78 feet to a 5/8 inch iron rod set for corner

THENCE North 0 09 03 East a distance of 330 00 feet to a 5/8 inch iron rod set for corner.

THENCE North 89 50 57 West a distance of 704 67 feet to a 5/8 inch iron rod set for corner

THENCE West a distance of 1771,57 feet to a 5/8 inch iron rod set in the in the East line of Tract No 217 conveyed to the United States of America for the Lake Ray Roberts Project and the West line of the One Terra Land LGM Incorporated 319 6336 acre tract and being in a wire fence line

THENCE North 01 33 54 West along the East line of said Tract No 217 conveyed to the United States of America and the West line of the One Terra Land LGM Incorporated 319 6336 acre tract and following said wire fence line for a distance of 781 17 feet to the PLACE OF BEGINNING AND CONTAINING 181 0290 ACRES OF LAND, more or less