

Corporations Section
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Jose A. Esparza
Deputy Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING OF

MANZANO RIDGE PROPERTY OWNERS ASSOCIATION
File Number: 804090093

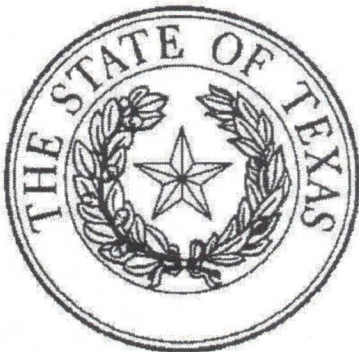
The undersigned, as Deputy Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Deputy Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 05/26/2021

Effective: 05/26/2021



A handwritten signature in black ink, appearing to be "JE", followed by a horizontal line extending to the right.

Jose A. Esparza
Deputy Secretary of State

CERTIFICATE OF FORMATION
OF
MANZANO RIDGE PROPERTY OWNERS ASSOCIATION
(a Texas Non-profit corporation)

The undersigned natural person over the age of eighteen years, acting as incorporator of a Texas non-profit corporation under the Texas Business Organizations Code, hereby adopts the following Certificate of Formation for such corporation:

Article 1 – Property Owners Association

The corporation shall be, mean and constitute a “property owners association,” as that term is defined in Tex. Prop. Code §209.002(7) in that it (A) is designated as the representative of the owners of property covered by the dedicatory instrument entitled Master Declaration of Covenants, Conditions and Restrictions for Manzano Ridge Subdivision, recorded under File No. 202106081 in the Official Public Records of Burnet County, Texas (“Declaration”); (B) has a membership primarily consisting of the owners of the property covered by the Declaration for the residential subdivision located in Burnet County, Texas, known as MANZANO RIDGE (“Subdivision”); and (C) manages and regulates the Subdivision for the benefit of owners of property in the Subdivision.

Article 2 – Name

The name of the corporation (the “Association”) is:

MANZANO RIDGE PROPERTY OWNERS ASSOCIATION

Article 3 – Non-profit

The Association is a non-profit corporation, organized pursuant to the Tex. Bus. Org. Code §§3.005 and 3.009.

Article 4 – Duration

The duration of the Association shall be perpetual.

Article 5 – Purposes

The general purposes for which the Association is formed are to exercise the right and powers and to perform the duties and obligations of the Association, in accordance with the Declaration, the Bylaws of the Association and the laws of the State of Texas (“State Law”).

Article 6 – Powers

In furtherance of its purpose, the Association shall have the following powers which, unless indicated otherwise by this Certificate of Formation, the Declaration, the Bylaws, or State Law, may be exercised by the board of directors.

1. All rights and powers conferred upon non-profit corporations by State law in effect from time to time;
2. All rights and powers conferred upon property owners associations by State law, in effect from time to time; and
3. All powers necessary, appropriate or advisable to perform any purpose or duty of the Association as set out in this Certificate of Formation, the Declaration, the Bylaws or State Law.

Article 7 – Membership

The Association shall be a non-stock membership corporation. The Declaration and Bylaws shall determine the number and qualifications of the members of the Association; the voting rights and other privileges of membership; and the obligations and liabilities of members. Cumulative voting is not allowed.

Article 8 – Management by Board

The management and affairs of the Association shall be vested in the board of directors, except for those matters expressly reserved to others in the Declaration and Bylaws. The Bylaws shall determine the number and qualification of directors; the term of office of directors, the method of electing, removing and replacing directors, and the methods of holding a board meeting and obtaining consents.

Article 9 – Limitations of Liability

A. Except as provided in Paragraph B below, an officer or director of the Association is not liable to the Association or its members for monetary damages for acts or omissions that occur in the person's capacity as an officer or director except to the extent a person is found liable for (i) a breach of the officer or director's duty of loyalty to the Association or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the officer or director to the Association; (iii) an act or omission that involves intentional misconduct or knowing violation of law; (iv) a transaction from which the officer or director receives an improper benefit, whether or not the benefit resulted from the action taken within the scope of the person's office; or (v) an act or omission for which the liability of an officer or director is expressly provided by applicable statute. The liability of officers and directors of the Association may also be limited by the Charitable Immunity and Liability Act of 1987, Chapter 84, Texas Civil Practice and Remedies Code, as amended.

B. The limitation on the liability of an officer or director does not eliminate or modify that person's liability as a member of the Association. It is intended that the liability of any member arising out of any contract made by the Association, or out of the indemnification of officers or directors, or for damages as a result of injuries arising in connection with the Common Areas, or for liabilities incurred by the Association, shall be limited to the same proportion in which he is liable for common expenses as a member of the Association.

Article 10 – Indemnification

Each person who acts as a member of the Board of Directors, officer or committee member of the Association shall be indemnified by the Association against any costs, expenses and liabilities which may be imposed upon or reasonably incurred by him in connection with any civil or criminal action, suit or proceeding in which he may be named as a party defendant or in which he may be a witness by reason of his or her being or having been a member of the Board of Directors, officer, or committee member of the Association, or by reason of any action alleged to have been taken or omitted by him in either such capacity. Such indemnification shall be provided in the manner and under the terms, conditions and limitations set forth in Article VI, Section 1 of the Declaration.

Article 11 – Amendment of Certificate

This Certificate of Formation may be amended in accordance with the Tex. Bus. Org. Code §§§§3.051, 3.059, 3.061(a), and 22.105, subject to the following:

1. An amendment shall not conflict with the Declaration or State Law.
2. An amendment shall not impair or dilute a right granted to a person by the Declaration, without that person's written consent.
3. Without member approval, the board of directors may adopt amendments permitted by the Texas Business Organizations Code.

Article 12 – Dissolution

The Association may be dissolved with the written and signed assent of not less than sixty-seven percent (67%) of the total number of votes of the Association, as determined under the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

Article 13 – Action Without a Meeting

Pursuant to Tex. Bus. Org. Code §§6.201 and 22.220(a), any action required by the Texas Business Organizations Code to be taken at a meeting of the members or directors, or any action that may be taken at a meeting of the members or directors of any committee may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by a sufficient number of members, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voted. This Article does not apply to the actions required to be taken in an open meeting in Tex. Prop. Code §209.0051(h)(1)-(15) & (i)(1)-(4).

Article 14 – Initial Board of Directors

The initial board shall consist of three (3) directors who shall serve as directors until their successors shall have been elected and qualified, as provided in the Bylaws. The name and address of each initial director is as follows:

1. **CHRIS CLAIBORNE**
900 RR 620 S, Suite C212
Lakeway, Texas 73734
2. **CHARLES CLAIBORNE**
900 RR 620 S, Suite C212
Lakeway, Texas 73734
3. **BOB RICHARDSON**
900 RR 620 S, Suite C212
Lakeway, Texas 73734

Article 15 – Registered Agent

The name of the Association's registered agent and registered office is:

CHRIS CLAIBORNE
900 RR 620 S, Suite C212
Lakeway, Texas 73734

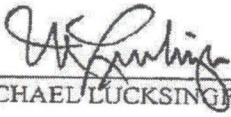
Article 16 – Incorporator

The name and address of the incorporator is:

MICHAEL LUCKSINGER

P. O. Box 130
Burnet, Texas 78611

I execute this Certificate of Formation on May 26, 2021.



MICHAEL LUCKSINGER, Authorized Incorporator