



## Office of the Secretary of State

### CERTIFICATE OF INCORPORATION OF

Mueller Mixed-Use Community, Inc.  
Filing Number: 800538480

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation 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: 08/30/2005

Effective: 08/30/2005



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams  
Secretary of State

**ARTICLES OF INCORPORATION**

FILED  
In the Office of the  
Secretary of State of Texas

**OF**

**AUG 30 2005**

**MUELLER MIXED-USE COMMUNITY, INC.**

Corporations Section

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: Mueller Mixed-Use Community, Inc., (hereinafter called the "Association").

**ARTICLE II**

**NONPROFIT CORPORATION**

The Association is a nonprofit corporation.

**ARTICLE III**

**DURATION**

The Association shall exist perpetually.

**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 does not contemplate pecuniary gain or profit to its members. The Association is formed for the purpose of exercising all of the powers and privileges, and performing all of the duties and obligations, of the Association as set forth in that certain "Mueller Mixed-Use Community Covenant" to be recorded in the Official Public Records of Travis County, Texas, as the same may be amended from time to time (the "Declaration"). Without limiting the generality of the foregoing, the Association is organized for the following general purposes:

- (a) to fix, levy, collect, and enforce payment by any lawful means all charges or assessments arising pursuant to the terms of the Declaration;

(b) to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the Association's property; and

(c) to have and to exercise any and all powers, rights, and privileges which a corporation organized under the Texas Nonprofit Corporation Act may now, or later, have or exercise.

The above statement of purposes shall be construed as a statement of both purposes and powers. The purposes and powers stated in each of the clauses above shall not be limited or restricted by reference to, or inference from, the terms and provisions of any other such clause, but shall be broadly construed as independent purposes and powers.

## **ARTICLE V**

### **REGISTERED OFFICE; REGISTERED AGENT**

The street address of the initial registered office of the Association is 100 Congress Avenue, Suite 1300, Austin, Texas 78701. The name of its initial registered agent at such address is Robert D. Burton.

## **ARTICLE VI**

### **MEMBERSHIP**

Membership in the Association shall be dependent upon ownership of a qualifying property interest as defined and set forth in the Declaration. Any person or entity acquiring such a qualifying property interest shall automatically become a member of the Association, and such membership shall be appurtenant to, and shall run with, the property interest. The foregoing shall not be deemed or construed to include persons or entities holding an interest merely as security for performance of an obligation. Membership may not be severed from or in any way transferred, pledged, mortgaged, or alienated except together with the title to the qualifying property interest, and then only to the transferee of title to said property interest. Any attempt to make a prohibited severance, transfer, pledge, mortgage, or alienation shall be void.

## **ARTICLE VII**

### **VOTING RIGHTS**

Voting rights of the members of the Association shall be determined as set forth in the Declaration. No owner, other than the Declarant under the Declaration, shall be entitled to vote at any meeting of the Association until such owner has presented to the Association evidence of ownership of a qualifying property interest in the Property. The vote of each owner may be cast by such owner or by proxy given to such owner's duly authorized representative.

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the incorporator is:

NAME

ADDRESS

Robert D. Burton

100 Congress Avenue, Suite 1300  
Austin, Texas 78701

**ARTICLE IX**  
**BOARD OF DIRECTORS**

The affairs of the Association shall be managed by an initial Board of Directors consisting of five (5) individuals, who need not be members of the Association. The Board shall fulfill all of the functions of, and possess all powers granted to, Boards of Directors of nonprofit corporations pursuant to the Texas Nonprofit Corporation Act. The number of Directors of the Association may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of initial Directors until the selection of their successors are:

NAME

ADDRESS

Gregory J. Weaver

816 Congress Avenue, Suite 1540  
Austin, Texas 78701

Carl Paulson

816 Congress Avenue, Suite 1540  
Austin, Texas 78701

Fei Dai

816 Congress Avenue, Suite 1540  
Austin, Texas 78701

All of the powers and prerogatives of the Association shall be exercised by the initial Board of Directors named above until the first annual meeting of the Association.

**ARTICLE X**  
**LIMITATION OF DIRECTOR LIABILITY**

A director of the Association shall not be personally liable to the Association for monetary damages for any act or omission in his capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the

personal liability of a director of the Association existing at the time of the repeal or modification.

## **ARTICLE XI**

### **INDEMNIFICATION**

Each person who acts as a director or officer 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 being or having been such director or officer 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 the Bylaws of the Association.

## **ARTICLE XII**

### **DISSOLUTION**

The Association may be dissolved with the written and signed assent of not less than ninety percent (90%) 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 XIII**

### **ACTION WITHOUT MEETING**

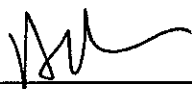
Any action required by law to be taken at any annual or special meeting of the members of the Association, or any action that may be taken at any annual or special meeting of the members of the Association, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the number of members having the total number of votes of the Association necessary to enact the action taken, as determined under the Declaration or these Articles.

## ARTICLE XIV

### AMENDMENT

Amendment of these Articles of Incorporation shall be by proposal submitted to the membership of the Association. Any such proposed amendment shall be adopted only upon an affirmative vote by the holders of a minimum of ninety percent (90%) of the total number of votes of the Association, as determined under the Declaration. In the case of any conflict between the Declaration and these Articles, the Declaration shall control; and in the case of any conflict between these Articles and the Bylaws of the Association, these Articles shall control.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, this 30<sup>th</sup> day of August, 2005.

  
\_\_\_\_\_  
Robert D. Burton, Incorporator



Office of the Secretary of State  
Packing Slip

August 30, 2005

Page 1 of 1

Armbrust & Brown, L.L.P.  
100 Congress  
Ste 1300  
Austin, TX 78701

Batch Number: 10203420

Batch Date: 08-30-2005

Client ID: 10490276

Return Method: Delivery Service  
Walker Armbrust & Brown  
Phone No: 435-2358 -

Document Number	Document Detail	Filing Number / Name	Page Count	Fee
102034200002	Expedited	Mueller Mixed-Use Community, Inc.	0	\$25.00
102034200002	Articles of Incorporation	Mueller Mixed-Use Community, Inc.	0	\$25.00
Total Document Fees				<u>\$50.00</u>

Payment Type	Payment Status	Payment Reference	Amount
Check	Received	41532	\$50.00
Total Payments Received			<u>\$50.00</u>
Total Amount Charged to Client Account			\$0.00
Total Amount Credited to Client Account			\$0.00

*Note:* This is not a bill. Please do not send any payments until the monthly statement is received.  
Any amount credited to Client Account may be refunded upon request.  
Refunds (if applicable) will be processed within 10 business days.  
Acknowledgement of Filing Document(s) (if present) is attached.

User ID: LGEMUENDEN

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## Office of the Secretary of State

August 30, 2005

Armbrust & Brown, L.L.P.  
100 Congress, Ste 1300  
Austin, TX 78701 USA

RE: Mueller Mixed-Use Community, Inc.  
File Number: 800538480

It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

Corporations organized under the Texas Non-Profit Corporation Act do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to [tax.help@cpa.state.tx.us](mailto:tax.help@cpa.state.tx.us) or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Non-profit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in involuntary dissolution of the corporation. Additionally, a non-profit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its articles of incorporation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Statutory Filings Division  
(512) 463-5555  
Enclosure