



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

Main Street Condominiums Unit Owners Association, Inc.
Filing Number: 800390410

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: 09/16/2004

Effective: 09/16/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State



Office of the Secretary of State

September 16, 2004

Jack McClendon
13067 Broadway
Lubbock, TX 79401 USA

RE: Main Street Condominiums Unit Owners Association, Inc.
File Number: 800390410

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 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

**ARTICLES OF INCORPORATION OF
MAIN STREET CONDOMINIUMS UNIT OWNERS ASSOCIATION, INC.**

We, the undersigned, natural person(s), of the age of eighteen (18) years or more, acting as incorporator(s) of a corporation under the Texas Nonprofit Corporation Act, Texas Revised Civil Statutes arts. 1396-1.01 et seq., do hereby adopt the following Articles of Incorporation:

Article I.

The name of the corporation is Main Street Condominiums Unit Owners Association, Inc. ("Association").

Article II.

The corporation is a non-profit corporation and will have all of the powers specified in the Texas Non-Profit Corporation Act.

Article III.

The period of duration of this corporation is perpetual.

Article IV.

The purpose or purposes for which this corporation is organized are:

1. To collect the annual assessments, and any special assessments, together with interest, from owners of condominium units ("Units") in accordance with the provisions of the Declaration of Condominium for Main Street Condominiums, which requires payment of these assessments to this corporation.

2. To arrange for, provide and pay for the furnishing to Main Street Condominiums of the following: the repair, refurbishment, replacement and maintenance of the General and Limited Common Elements, payment of any *ad valorem* taxes on the Common Property owned by the Unit owners but controlled by the corporation; acquisition, payment and control of all insurance policies and insurance proceeds as required by the Declaration of Condominium of Main Street Condominiums; encouraging compliance with and enforcement of all administrative rules and regulations in the condominium; and doing any other thing necessary or desirable in the opinion of the Board of Directors of this corporation for the owners or occupants of Units in the condominium; and to do any and all other acts in connection with all of the above purposes and as provided for in the Declaration as the duties and powers of an Association of Owners under the UNIFORM CONDOMINIUM ACT, TEXAS PROPERTY CODE §§82.001 et seq. ("Act").

Article V.

The street address of the initial registered office of the corporation is 7008 Salem Avenue, Lubbock, Texas 79424; and the name of its initial registered agent at that address is Michael McDougal.

Article VI.

The number of Directors constituting the initial Board of Directors of the corporation is seven (7), and the names and addresses of the persons who are to serve as the initial Directors are:

Name	Address
Michael McDougal	7008 Salem Avenue, Lubbock, Texas 79424
Delbert McDougal	7008 Salem Avenue, Lubbock, Texas 79424
Carolyn McDougal	7008 Salem Avenue, Lubbock, Texas 79424
David Miller	7008 Salem Avenue, Lubbock, Texas 79424
John Sweeney	7008 Salem Avenue, Lubbock, Texas 79424
Sylvia Vanstory	7008 Salem Avenue, Lubbock, Texas 79424
Jeff Lowry	7008 Salem Avenue, Lubbock, Texas 79424

Article VII.

The name and address of the incorporator is:

Article VIII.

The initial Directors will serve until April, 2007 or until their sooner resignation or removal by a majority vote of the members of the corporation. In case of the resignation, death or incapacity to serve of less than two (2) of the initial Directors prior to that time, the remaining Director or Directors may appoint a Substitute Director or Directors to serve the remainder of the that period. The judgment of the Directors, whether the Directors are the initial Directors or substitute directors, in the expenditure of funds of this corporation will be final and conclusive as long as their judgment is exercised in good faith. The Bylaws of this corporation will be adopted by the initial Board of Directors and will subsequently be amended or altered by a majority vote of the Directors.

The following will apply to the corporation and its members:

- (a) The members of this corporation will be the Owners of the Units in Main Street Condominiums.
- (b) Each Unit, whether owned by one or more parties, will be entitled to one (1) vote at any meeting of the members.
- (c) The affairs of this corporation will be run by the Directors, each of whom will be an officer or employee of a corporation, partnership or individual owning one or more Units in Main Street Condominiums.
- (d) The presence at any meeting of the Association having a majority of the total votes will constitute a quorum. Unless otherwise expressly provided, any action may be taken at any meeting of the Association when there is a quorum on the affirmative vote of a majority of those votes present at the meeting.

(1) *Annual Meetings.* There will be a meeting of the Association on the third Monday of April of each year at seven o'clock (7:00) p.m. on the property or at another reasonable place or time (not more than fourteen (14) days before or after that date) designated by written notice of the Board delivered to the owners not less than seven (7) days nor more than twenty-one (21) days prior to the date fixed for the meeting. At the annual meeting the Board will present a certified audit of the Maintenance Fund, itemizing receipts and disbursements for the preceding calendar year, their allocation to each owner and the estimated maintenance for the coming calendar year. Within fourteen (14) days after the annual meeting, this statement will be delivered to all owners.

(2) *Special Meetings.* Special meetings of the Association may be called at any time for the purpose of considering matters which, by the terms of the Declaration and/or Bylaws require the approval of all or some of the owners, or for any other reasonable purpose. Special meetings will be called by written notice, signed by the President or the owners having twenty- five percent (25%) of the total votes and delivered not less than seven (7) days prior to the date fixed for the meeting. Notices will specify the date, time and place of the meeting, and the matters to be considered.

(e) Any notice permitted or required to be delivered as provided to an owner may be delivered either personally or by mail. If delivery is made by mail, it will be deemed to have been delivered seventy-two (72) hours after a copy has been deposited in the United States mail, postage prepaid, addressed (1) to an owner at the address given by that owner to the Secretary of the Board for the purpose of notice or (2) to the Unit of that owner if no address has been given to the Secretary. Any address for purposes of notices may be changed by notice in writing to the Secretary.

(f) Election and proceedings of the Board are as follows:

(1) *Election.* At the first annual meeting, the owners will elect a Board of Directors for the forthcoming year, consisting of seven (7) members or their legal representatives and subsequently at each annual meeting the owners will elect members to the Board as provided below; however, the first Board elected may be elected at a special meeting duly called. Each owner is entitled to vote at any election of members of the Board, if

present. The candidates receiving the highest number of votes up to the number of members of the Board to be elected will be deemed elected. All votes will be cast by written ballot. Votes will not be cumulative.

(2) *Term.* Members of the Board will serve for a term of three (3) years, commencing on the first day following the meeting at which they are elected, or until their respective successors are elected, or until their death, resignation or removal, whichever is earlier; provided that if any member ceases to be an owner, his or her membership on the Board will thereupon terminate. Immediately after the election of the full Board of Directors at the first annual meeting or special meeting referenced above, they will meet and by lot determine the three of them who will serve for one year terms, the two of them who will serve for two year terms, and the two of them who will serve for three year terms.

(3) *Resignation and removal.* Any member of the Board may resign at any time by giving written notice to the Secretary, and any member may be removed from membership on the Board by a vote of a majority of the Board members.

(4) *Proceedings.* Five (5) members of the Board will constitute a quorum and, if a quorum is present, the decision of a majority of those present will be the act of the Board. The Board will elect a President who will preside over both its meetings and those of the Association. In case of a tie vote at a Board meeting, the President of the Board will cast the deciding vote. Meetings of the Board may be called, held and conducted in accordance with the regulations the Board adopts. The Board may also act without a meeting by unanimous written consent of its members.

(5) *Declarant performs functions.* Until the first election of the Board, the rights, duties, and functions of the Board will be exercised by McDougal Construction, Ltd. ("Declarant").

(6) *Notice of election.* After the first election of the Board, Declarant will execute, acknowledge and record an affidavit stating the names of all the persons elected to membership on the Board. Any two persons who are designated of record as being members of the most recent Board may execute, acknowledge and record an affidavit stating the names of all members of the then current Board. The most recently recorded affidavit will be prima facie evidence that the persons named in that affidavit are all of the incumbent members of the Board and will be conclusive evidence of that fact in favor of all persons who rely on it in good faith.

g. Without limiting the rights of any Unit owner, action may be brought by the manager or other person designated by the Bylaws, the Board of Directors or the Association, in either case in the discretion of the Association, on behalf of the fifty percent (50%) or more of the Unit owners, as their respective interests may appear, with respect to any cause of action relating to the common elements or more than one (1) Unit.

It witness whereof, the undersigned has executed this instrument this 13th day of September, 2004.

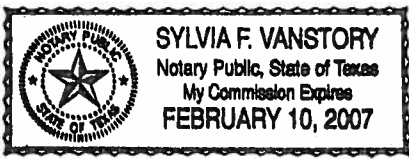
MCDUGAL CONSTRUCTION, LTD., A Texas Limited Partnership

By: [Signature]
Michael McDougal, as Managing Member of
MCD EQUIPMENT LEASING, L.C.,
Its General Partner

STATE OF TEXAS
COUNTY OF LUBBOCK

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This instrument was acknowledged before me on the 13th day of September, 2004, by Michael McDougal, as Managing Member of MCD EQUIPMENT LEASING, L.C., the General Partner of MCDUGAL CONSTRUCTION, LTD., a Texas Limited Partnership, on behalf of said partnership.



[Signature]
Notary Public, State of Texas