

ARTICLES OF INCORPORATION

OF

WOODHILL MEDICAL PARK CONDOMINIUM ASSOCIATION

FILED  
In the Office of the  
Secretary of State of Texas

DEC 1 1975

*James L. Nelson*  
Deputy Director, Corporation Division

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is WOODHILL MEDICAL PARK CONDOMINIUM ASSOCIATION.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

Subject to Part IV of the Texas Miscellaneous Corporation Laws Act, the purposes for which the corporation is organized are:

To operate, manage, maintain and administer the affairs of Woodhill Medical Park Condominium, a condominium project established pursuant to Article 1301a of the Texas Revised Civil Statutes and that certain Declaration dated November 21, 1975, filed for record in Volume 75230, Page 1255 of the Condominium Records of Dallas County, Texas (the "Declaration").

To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of Woodhill Medical Park Condominium Project in accordance with the Declaration.

#### ARTICLE V

Each Owner, as that term is defined in the Declaration, shall be a member of the corporation, and no other person or entity shall be entitled to membership. No Owner shall be required to pay any consideration whatsoever solely for his membership in the corporation.

The share of an Owner in the funds and assets of the corporation cannot be assigned, pledged or transferred in any manner except as an appurtenance to his Unit in the Condominium Project.

Each Owner shall be entitled to a vote, the value of which shall equal the total of the percentages allocated to the Units owned by such Owner as set forth in the Declaration.

No Owner, other than the Declarant, shall be entitled to vote at any meeting of the corporation until he has presented evidence of ownership of a Unit in the Condominium Project to the corporation. The vote of each Owner may only be cast by such Owner or by a proxy given by such Owner to his duly authorized representative. If title to a Unit shall be in the name of two or more persons as Owners, any one of such Owners may vote as the Owner of the Unit at any meeting of the corporation, and such vote shall be binding on such other Owners who are not present at such meeting until written notice to the contrary has been received by the corporation, in which case the unanimous action of all such Owners

(in person or by proxy) shall be required to cast their vote as Owners. If two or more of such Owners are present at any meeting of the corporation, then unanimous action shall also be required to cast their vote as Owners.

An Owner in default of any provisions of the Declaration shall not be entitled to vote at any meeting of the corporation so long as such default is in existence.

The terms "Owner", "Unit", "Condominium Project" and "Declarant", as used herein, shall have the same meaning as set forth in the Declaration.

#### ARTICLE VI

The street address of the initial registered office of the corporation is Suite 225, 8325 Walnut Hill Lane, Dallas, Texas 75231, and the name of the initial registered agent at such address is John Pass.

#### ARTICLE VII

The number of directors of the corporation shall be fixed by the bylaws of the corporation but shall not be less than three (3). The number of directors constituting the initial board of directors of the corporation is four(4), and the names and addresses of the persons who are to serve as the initial board of directors are:

<u>Name</u>	<u>Address</u>
John Pass	Suite 225 8325 Walnut Hill Lane Dallas, Texas 75231
J. T. Pass	Suite 225 8325 Walnut Hill Lane Dallas, Texas 75231

Eddie Clark

Suite 225  
8325 Walnut Hill Lane  
Dallas, Texas 75231

David L. Clark

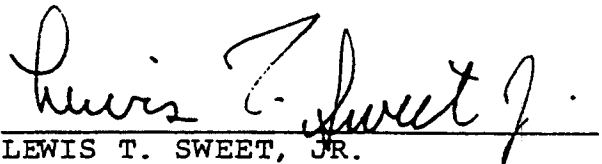
Box 1538  
Breckenridge, Texas

ARTICLE VIII

The names and addresses of the incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Lewis T. Sweet, Jr.	3600 Republic National Bank Tower Dallas, Texas 75201
Richard A. Fogel	3600 Republic National Bank Tower Dallas, Texas 75201
T. E. Millard	3600 Republic National Bank Tower Dallas, Texas 75201

IN WITNESS WHEREOF, we have hereunto set our hands this 25th day of November, 1975.

  
LEWIS T. SWEET, JR.


  
RICHARD A. FOGEL

  
T. E. MILLARD

STATE OF TEXAS     )  
COUNTY OF DALLAS    )

I, DIANNE WHITE, a Notary Public, do hereby certify that on the 25th day of November, 1975, personally appeared before me LEWIS T. SWEET, JR., RICHARD A. FOGEL, and T. E. MILLARD, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

  
Notary Public in and for Dallas  
County, Texas