

FILED
In the Office of the
Secretary of State of Texas

JUL 24 2013

Corporations Section

**ARTICLES OF INCORPORATION OF
HOME OWNERS ASSOCIATION FOR CLOUD COUNTRY SUBDIVISION UNIT-1, INC.**

I, the undersigned natural person 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 Business Organizations Code, do hereby adopt the following Articles of Incorporation for Home Owners Association for Cloud Country Subdivision Unit-1, Inc. (the "Corporation"):

ARTICLE I

The name of the corporation is **HOME OWNERS ASSOCIATION FOR CLOUD COUNTRY SUBDIVISION UNIT-1, INC.**

ARTICLE II

The Corporation is organized and shall be operated as a non-profit corporation and shall exist perpetually.

ARTICLE III

The formation of the Corporation does not contemplate pecuniary gain or profit to its Members, and the purpose for which the Corporation is organized is to administer and implement the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR CLOUD COUNTRY SUBDIVISION UNIT-1 (the "Declaration"), filed or to be filed for record in the Official Public Records of Real Property of Comal County, Texas and which Declaration affects CLOUD COUNTRY SUBDIVISION UNIT-1, a development in Comal County, Texas (the "Subdivision"), as described by the map or plat thereof which has also been filed for record in the Real Property Records of Comal County, Texas. The Corporation, in the administration and implementation of the Declaration, shall have and exercise all of the powers and privileges and perform the duties and obligations ascribed to it in the Declaration including, but not limited to, the exercise of architectural control within the Subdivision; the acquisition, maintenance and disposition of "Community Properties" (as that term is defined in the Declaration); the other activities as provided in the Declaration; in general, promoting the health, safety and welfare of Subdivision residents and fostering civic pride and high standards of property maintenance in the Subdivision and any addition or additions thereto as may hereafter be brought within the jurisdiction of the Corporation; and, exercise any and all powers, rights, and privileges which a corporation, organized and existing under the Texas Business Organizations Code, may by law now or hereafter have and exercise. PROVIDED, HOWEVER, any of the foregoing provisions of this Article III to the contrary notwithstanding, the Corporation is organized and shall be operated exclusively for civic and community service and other non-profit purposes, and no part of any net earnings or other assets of this Corporation shall inure to the benefit of any Member (as that term is defined in the Declaration) of the Corporation or any owner in the Subdivision.

ARTICLE IV

The street address of the initial registered office of the Corporation is Jacobo Malca, and the name of its initial registered agent at such address is 10497 Town & Country Way, Suite 820, Houston, Texas 77024.

ARTICLE V

The Corporation shall have Members (as that term is defined in the Declaration). Every "Owner" (as that term is defined in the Declaration) shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Lot (as that term is defined in the Declaration) and is subject to assessment by the Corporation. The Members of the Corporation shall be divided into two (2) classes of voting membership, Class A and Class B, with the composition of each group being (a) Class A Members shall be all Owners, with the exception of Milestone Cloud Country Development, Ltd., a Texas limited partnership (the "Declarant"), and shall be entitled to one vote for each Lot owned and (b) the Class B Member shall be the Declarant or any entity to which Declarant specifically assigns its rights in this regard, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership upon the happening of either of the following events, whichever occurs earlier: (i) when 100% of the Lots have been conveyed by the Declarant (or its designated assign) to unaffiliated third parties, (ii) the fiftieth (50th) anniversary of the date of the Declaration, or (iii) when the Class B member, in its sole discretion, so determines and records an instrument stating such in the Real Property Records of Comal County, Texas. The Class A and Class B Members shall have the voting rights set forth in the Declaration and the By-Laws of the Corporation, subject to the provisions hereof. When more than one individual or entity holds an ownership interest in a Lot, all such individuals and entities shall be Members, but in no event shall they be entitled to more than one vote for each Lot. Any Owner who is delinquent in the payment of any assessment described in the Declaration shall not be entitled to vote during any period in which such assessment is delinquent.

ARTICLE VI

The affairs of the Corporation shall be managed by a Board of Directors, who need not be Members of the Corporation. The number of directors constituting the initial Board of Directors is three (3). The number of directors may be increased or decreased by adopting or amending By-Laws. The number of directors may not be decreased to fewer than three (3). The names and addresses of the persons who are to serve as the initial directors are:

NAME	ADDRESS
Jacobo Malca	10497 Town & Country Way, Suite 820 Houston, Texas 77024
Chesley Swann	543 Busby Dr. San Antonio, Texas 78209
Patricia S. Swann	543 Busby Dr. San Antonio, Texas 78209

ARTICLE VII

No part of the net earnings of the Corporation shall ever be distributed or shall otherwise inure to the benefit of any Member or any class of Members of the Corporation. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, but not including a dissolution incident to a merger or consolidation, the directors, by majority vote, shall dispose of all property and assets of the Corporation, including, without limitation, all undistributed income earned thereon. Any proceeds from such assets shall be applied (i) first towards the payment, satisfaction and discharge of all liabilities and obligations of the Corporation, or the making of adequate provision therefor in such manner as the Board of Directors, in the exercise of their absolute discretion, shall determine and (b) any remaining assets shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created. In the event that such a dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Any such disposition shall be exclusively in the furtherance of the purpose for which the Corporation is formed, and the property and the assets of the Corporation shall not accrue to the benefit of any officer, director, Member, or class of Members of the Corporation or any individual having a personal or private interest in the affairs of the Corporation or any organization which engages in any activity in which the Corporation is precluded in engaging.

ARTICLE VIII

The Corporation shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation, including, but not limited to any person(s) serving on the Architectural Control Committee (as that term is defined in the Declaration), as provided by the provisions of the By-Laws of the Corporation and the Texas Business Organizations Code governing indemnification.

ARTICLE IX

The name and street address of the incorporator is:

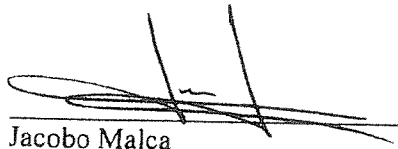
NAME

ADDRESS

Jacobo Malca

10497 Town & Country Way, Suite 820,
Houston, Texas 77024

IN WITNESS WHEREOF, I have hereto set my hand, this 22nd day of June, 2013.



Jacobo Malca