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**EXHIBIT "B"**

**ARTICLES OF INCORPORATION  
OF**

**SCOFIELD RESIDENTIAL OWNERS ASSOCIATION, INC.**

**FILED**  
In the Office of the  
Secretary of State of Texas  
**FEB 05 1993**  
Corporations Section

The undersigned natural person of the age of eighteen (18) years or more, acting as sole incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I.**

The name of the corporation is Scofield Residential Owners Association, Inc.

**ARTICLE II.**

The corporation is a non-profit corporation.

**ARTICLE III.**

The period of the corporation's duration is perpetual.

**ARTICLE IV.**

The corporation is organized and shall be operated to act as agent for the property owners of certain real property located in Travis County, Texas, which property is locally known as "SCOFIELD FARMS," and which is described in the Scofield Residential Area Declaration of Covenants, Conditions and Restrictions dated as of January 11, 1993, which Declaration is recorded in Volume 11863, Page 1147 of the Real Property Records of Travis County, Texas (said Declaration, as amended from time to time, the "Declaration"), and for any other property which is accepted by the corporation for similar purposes. The corporation is specifically

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organized to maintain, preserve and provide architectural control for the Property and Common Area (as such terms may be defined in the Declaration from time to time), and to promote the health, safety and welfare of the residents of Scofield, and in the exercise of these purposes:

(a) to exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in the Declaration;

(b) to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and to pay all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

(c) to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the corporation, subject to any limitations set forth in the Declaration;

(d) to borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

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(e) with the assent of two-thirds (2/3) of each class of members, to dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; and

(f) to have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Texas may now or hereafter have or exercise.

The corporation shall be operated exclusively for such purposes, and no part of the corporation's property, whether income or principal, shall inure to the benefit of, or be distributable to, its members, directors, officers or employees, or any person having a personal or private interest in the activities of the corporation, nor shall any of said persons receive or be entitled to receive any payment from the corporation except reasonable compensation for personal services actually rendered in carrying out the corporation's purposes, as set forth in this Article IV. The corporation is organized for nonprofit purposes. Nothing contained in these Articles shall be construed to authorize the corporation to carry on any activity for the profit of its members.

#### ARTICLE V.

The street address of the initial registered office of the corporation is 600 Congress Avenue (c/o Mellon Properties Company),

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Suite 1700, Austin, Texas 78701 and the name of its initial registered agent at such address is Blake J. Magee.

**ARTICLE VI.**

The corporation shall have members. The membership of the corporation shall be determined as provided in the bylaws, and such bylaws shall define the voting rights, powers and privileges of the members.

**ARTICLE VII.**

No member of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

**ARTICLE VIII.**

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons as the bylaws may fix. Until changed by the bylaws, the original number of directors shall be three (3). The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the corporation. The names and residences of the persons who shall serve as directors of the corporation until their successors are duly elected and qualified are as follows:

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<u>Name</u>	<u>Address</u>
Blake J. Magee	c/o Mellon Properties Company 600 Congress Avenue, Suite 1700 Austin, Texas 78701
Wesley Peoples	1016 La Posada Austin, Texas 78759
Clint Pendleton	3100 Travis Street Suite 402 Houston, Texas 77006

#### ARTICLE IX.

The initial bylaws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the members, but such power may be delegated by the members to the Board of Directors.

#### ARTICLE X.

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

#### ARTICLE XI.

Upon the dissolution of the corporation, which shall require the assent given in writing by not less than two-thirds (2/3) of the members of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the corporation's assets exclusively for the purposes of the corporation in such manner as the Board of Directors shall determine, and the laws of the State of Texas may permit, notwithstanding any provision to the

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contrary which may be contained in Article 6.02(c) of the Texas Nonprofit Corporation Act.

**ARTICLE XII.**

No director shall be liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found liable for:

1. a breach of the director's duty of loyalty to the corporation or its members;

2. an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or its members or an act or omission that involves intentional misconduct or a knowing violation of the law;

3. a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

4. an act or omission for which the liability of the director is expressly provided for by an applicable statute.

Any repeal or modification of this Article by the members of the corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

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**ARTICLE XIII.**

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration:


1. annexation of additional properties;
2. mergers and consolidations;
3. mortgaging of the Common Area;
4. dedication of Common Area;
5. amendment of these Articles; or
6. dissolution of the corporation.

**ARTICLE XIV.**

The name and street address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Rebecca Baird	515 Congress Avenue, Suite 2300 Austin, Travis County, Texas 78701

EXECUTED BY THE UNDERSIGNED INCORPORATOR on this 5th day of February, 1993.

  
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 REBECCA BAIRD