CERTIFICATE OF SECRETARY
OF
NAPA OAKS OWNERS' ASSOCIATION
(Bexar County)

LT1-81-20110084438-1

The undersigned, Barbara Lowry hereby certifies that she is the acting Managing Agent of the Napa Oaks Owners' Association, a Texas non-profit corporation; that, as such, she is the keeper of the records and minutes of the proceedings of the Association, which is duly organized and existing under the laws of the State of Texas. The undersigned hereby further certifies as follows:

Attached hereto in accordance with the provisions of applicable laws are true and complete copies of the Certificate of Formation of Napa Oaks Owners' Association (Exhibit "A"), and Bylaws of the Napa Oaks Owners' Association (Exhibit "B"), which have not been amended, modified or rescinded, except as attached hereto, and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 12th day of May, 2011.

NAPA OAKS OWNERS' ASSOCIATION

By: _____
Barbara Lowry, Managing Agent

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF BEXAR

This instrument was acknowledged before me on the 12th day of May, 2011, by Barbara Lowry, Managing Agent of the Napa Oaks Owners' Association, a Texas non-profit corporation, on its behalf, who stated before me that the foregoing was true and correct to the best of her knowledge and belief.

_____
Notary Public, State of Texas

AFTER RECORDING RETURN TO:
Association Management Services
1600 NE Loop 410, Suite 202
San Antonio, Texas 78209

NOTARY PUBLIC STATE OF TEXAS
BRENDA ARMSTRONG
Notary Public
State of Texas
Comm. Exp. 01-29-2013

LT2-14964-789-14

CERTIFICATE OF FORMATION
OF
NAPA OAKS OWNERS' ASSOCIATION, INC.

The undersigned natural person of the age of twenty-one years or more, a citizen of the State of Texas, acting as the organizer of a corporation under the Texas Business Organization Code, hereby adopts the following Certificate of Formation for such corporation.

ARTICLE I.
ENTITY NAME AND TYPE

The filing entity being formed is a non-profit corporation. The name of the entity is The Napa Oaks Owners' Association, Inc., hereinafter called the "Association."

ARTICLE II.
REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent is an individual resident of the State of Texas whose name is Association Management Services, an organization doing business in the State of Texas. The street address of the registered agent and the registered office address is 1600 NE Loop 410 #202, San Antonio, Texas 78209.

ARTICLE III.
MANAGEMENT

The management of the affairs of the corporation is vested in the Board of Directors. The number of directors constituting the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

NAME	ADDRESS
James Japhet	3619 Paesanos Parkway #200 San Antonio, Texas 78231
Amber Japhet	3619 Paesanos Parkway #200 San Antonio, Texas 78231
Jeff Japhet	3619 Paesanos Parkway #200 San Antonio, Texas 78231

EXHIBIT "A"

ARTICLE IV.
MEMBERS

The nonprofit corporation shall have members. Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot, which by the Covenants of record is subject to assessment by the Association, shall be a member of the Association. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot, which is subject to assessment by the Association.

ARTICLE V.
PURPOSES

The nonprofit corporation is formed for the following purposes:

1. to promote the orderly development, improvement and use of the Napa Oaks Subdivision, A Planned Unit Development, to be platted in the Records of Plats of Bexar County, Texas and any additional real property annexed to Napa Oaks Subdivision, A Planned Unit Development by action of the Developer, its successors, or assigns, as described in any subsequent plat or plats filed in the Real Property Records of Bexar County, Texas;

2. to preserve and maintain the orderly development, improvement and use of said land with the objective of enhancing the land value and establishing a desirable environment for owners and occupants of said land and improvements;

3. to establish and enforce architectural and landscaping controls of the lots and common areas within Napa Oaks Subdivision, A Planned Unit Development;

4. to promote the health, safety and welfare of the owners and occupants within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of the Association, and for these purposes to:

   (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Covenants", applicable to the property and to be recorded in the Records of Bexar County, Texas, and as the same may be amended from time to time as therein provided, said Covenants being incorporated herein as if set forth at length;

   (b) enter into contracts and such other agreements necessary to perform or have performed such services as may be required to accomplish the herein stated purposes of the Association, so long as no pecuniary gain or profit is

realized to any member or members;

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

(d) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for membership use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(e) borrow money, and with the assent of the membership vote, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) dedicate, sell or transfer all or any part of the Common Area (as that term is defined in the Covenants) to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by sixty percent (60%) of the membership vote, agreeing to such dedication, sale or transfer;

(g) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Facilities; provided, that any such merger, consolidation or annexation shall have the assent of the membership;

(h) enter into contracts to maintain, expand, and reconstruct improvements within the boundary of the Association's Common Facilities and to allocate the cost for such activities to the owners of Lots within Napa Oaks Subdivision, A Planned Unit Development on an equal basis, which maintenance, expansion, and reconstruction shall include, but not be limited to repair, maintenance and landscaping of streets, utilities, entryway, and other Common Facilities; and

5. any other lawful purpose or purposes not expressly prohibited under chapters 2 and 22 of the Texas Business Organization Code, including any purpose described by section 2.002 of the Code.

ARTICLE VI.
MANNER OF DISTRIBUTION

After all liabilities and obligations of the corporation in the process of winding up are paid, satisfied, and discharged in accordance with Chapter 11 of the Texas Business Organization Code, the property of the corporation shall be applied and distributed in accordance with Section 22.304 of the Code.

ARTICLE VII.
DURATION

The duration of the corporation shall be perpetual.

ARTICLE VIII.
AMENDMENT

Amendment to this Certificate of Formation shall require the assent of two-thirds (2/3) of the entire membership vote.

ARTICLE IX.
ORGANIZER

The name and street address of the Organizer is: Amber Japhet, 3619 Paesanos Parkway #200, San Antonio, Texas 78231.

ARTICLE X.
EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the secretary of state.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false of fraudulent instrument.

November 23, 2009.

Amber Japhet

BYLAWS OF
NAPA OAKS OWNERS' ASSOCIATION

ARTICLE I.
NAME AND PRINCIPAL OFFICE

Section 1.1 Name. The name of the Corporation is NAPA OAKS OWNERS' ASSOCIATION, hereinafter referred to as the "Association."

Section 1.2 Principal Office. The principal office of the Association shall be located at 1600 N.E. Loop 410, Suite 202, San Antonio, Texas 78209, but meetings of Members and Directors may be held at such places within or without the State of Texas as may be designated by the Board of Directors.

ARTICLE II.
DEFINITIONS

Section 2.1 "Association" shall mean and refer to NAPA OAKS OWNERS' ASSOCIATION, a Texas nonprofit corporation, its successors and assigns.

Section 2.2 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any lot which is a part of the Properties (as defined below), including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 2.3 "Properties" shall mean and refer to that certain real property made subject to the Declaration of Covenants, Conditions and Restrictions for Napa Oaks Subdivision, A Planned Unit Development and such additional property that may annexed thereto.

Section 2.4 "Common Area" shall mean and refer to all real property to be owned and/or maintained and/or otherwise controlled by the Association for the common use and enjoyment of the Owners as more particularly described in the Declaration.

Section 2.5 "Lot" shall mean and refer to each plot of land subjected to the Declaration of Covenants, Conditions and Restrictions for Napa Oaks Subdivision, A Planned Unit Development, with the exception of the Common Area.

Section 2.6 "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Napa Oaks Subdivision, A Planned Unit Development applicable to the Properties and recorded in the Official Public Records of Real Property of Bexar County, Texas.

Section 2.7 "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

EXHIBIT "B"

ARTICLE III.
VOTING RIGHTS

The Association shall have the following classes of membership:

Class A. Class A Members shall be all those Owners as defined in Article II above, with the exception of the Developer and Builder Members. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest of interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

Class B. Class B Members shall be the Developer and Builder Members. Class B Members shall be entitled to twenty-five votes for each Lot in which they hold the interest, provided that the Class B membership shall cease and become converted to Class A membership on the happening of the following, events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) On January 1, 2030.

From and after the happening of these events, whichever occurs earlier, the Class B Members shall be deemed to be Class A Members entitled to one vote for each Lot in which they hold the interest required for membership.

ARTICLE IV.
MEETING OF MEMBERS

Section 4.1 Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of formation of the Association, and each subsequent regular annual meeting of the Members shall be held during the same month of each year thereafter. The exact date shall be determined by the Board of Directors.

Section 4.2 Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of one-tenth (1/10) of the membership.

Section 4.3 Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or the person authorized to call the meeting, by mailing a copy of such notice (postage prepaid, at least ten days, but not more than sixty days, in advance) before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and

in the case of a special meeting, the purpose of the meeting.

Section 4.4 Quorum. The presence at the meeting of Members entitled to cast (or of proxies entitled to cast) one-tenth of the votes, shall constitute a quorum for any action except as otherwise provided in the Certificate of Formation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice, other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. At any such reconvened meeting following adjournment due to failure to obtain a quorum, the presence at the meeting of Members entitled to cast (or of proxies entitled to cast) two percent of the votes, shall constitute a quorum for any action except as otherwise provided in the Certificate of Formation, the Declaration or these Bylaws

Section 4.5 Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot. The Board of Directors of the Association may designate an official proxy form, in which case only proxies on the official form shall be valid. Members shall be entitled to obtain from the Secretary as many official proxy forms as they may request.

ARTICLE V.
BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

Section 5.1 Number. The affairs of the Association shall be managed by a Board of not less than three Directors. The number of Directors may be changed by amendment of these Bylaws of the Association. Notwithstanding the foregoing, until the election of Directors at the first annual meeting of the Members, the three initial Board of Directors, as provided in the Certificate of Formation, shall so serve.

Section 5.2 Term of Office. At the first annual meeting, Members shall elect the entire Board of Directors as follows: one Director shall be elected for a term of one year, one Director shall be elected for a term of two years, and one Director shall be elected to a term of three years; thereafter, all Directors shall be elected for three year terms.

Section 5.3 Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 5.4 Compensation. No Director shall receive compensation for any service he may render to the Association; however, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5.5 Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting, by obtaining the written unanimous approval of all the Directors. Any action so approved shall have the same effect as

though taken at a meeting of the Directors.

ARTICLE VI.
NOMINATION AND ELECTION OF DIRECTORS

Section 6.1 Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and one or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 6.2 Election. Election to the Board of Directors shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 6.3 Qualification. Any person elected or appointed pursuant to the Certificate of Formation of the Association may serve as a Director, provided, however, that no person shall be eligible for election unless they are at the time of nomination an Owner and resident of the Properties, as defined above, nor may any person be eligible for election if they have joint ownership in any Lot with any other person who is a candidate for or member of the Board of Directors. Loss of eligibility to be elected shall constitute automatic grounds for removal without formal resignation or vote for removal.

ARTICLE VII.
MEETINGS OF DIRECTORS

Section 7.1 Regular Meetings. Regular meetings of the Board of Directors shall be held at least once each year, at such place and hour as may be fixed from time to time by the Board of Directors.

Section 7.2 Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three days notice to each Director, unless notice is waived in writing by each Director.

Section 7.3 Closed Meetings. Meetings of the Board of Directors shall be closed to the general public and the Members of the Association, unless the Board of Directors votes otherwise.

Section 7.4 Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VIII.
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 8.1 Powers. The Board of Directors shall have the power to:

(a) Adopt and publish rules and regulations governing the condition and use of the individual Lots, the Common Area and facilities, and the personal conduct of the Members and their guests, and to establish penalties for the infraction thereof.

(b) Suspend the voting rights and right to use of Common Areas, if any, of a Member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may be suspended after notice and hearing for a period not to exceed sixty days for infraction of published rules and regulations.

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Certificate of Formation or the Declaration.

(d) Enter into contracts on behalf of the Association, and or the Members of the Association, as may be in the best interest of same, including those with independent contractors or municipalities for police or security protection, fire protection, emergency medical services, landscaping services, and sanitary services such as garbage collection.

(e) Employ a manager, independent contractors, attorneys, accountants, auditors, or such other employees as they deem necessary, and to prescribe their duties.

(f) Cause audited or unaudited reports of the business affairs of the Association to be prepared from time to time.

Section 8.2 Duties. It shall be the duty of the Board of Directors to:

(a) Keep a complete record of all its acts and corporate affairs, and to make those records available to the membership upon written request made in compliance with applicable law;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessments against each Lot at least thirty days in advance of each annual assessment period;

(2) Send written notice of each assessment to every Owner subject thereto at least fourteen days in advance of each annual assessment period; and,

(3) Foreclose the lien against any property for which assessments are not paid, or for which payment arrangements have not been made, within sixty days after due date or to bring an action at law against the Owner personally obligated to pay the same;

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and,

(g) Cause the Common Area to be maintained.

ARTICLE IX.
OFFICERS AND THEIR DUTIES

Section 9.1 Enumeration of Offices. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may, from time to time, create by resolution.

Section 9.2 Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 9.3 Term. The officers of this Association shall be elected annually by the Board, and each shall hold office for one year unless he shall sooner resign or shall be removed or otherwise disqualified to serve.

Section 9.4 Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 9.5 Resignation and Removal. Any officer may be removed from office without cause by the Board. Any officer may resign at any time, giving written notice to the Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9.6 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 9.7 Multiple Offices. The offices of Vice-President and Secretary may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created, pursuant to Section 9.4 of this Article.

Section 9.8 Duties. The duties of the officers are as follows:

(a) President. The President shall preside at meetings of the Board of Directors and of the Members, see that orders and resolutions of the Board are carried out, sign all leases, mortgages, deeds and other written instruments, and co-sign all checks and promissory notes, except as may be otherwise approved by the Board of Directors.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members, serve notice of meetings of the Board and of the Members, keep appropriate current records showing the Members of the Association, together with their addresses, certify official actions of the Association, and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, disburse such funds as directed by resolution of the Board of Directors, keep proper books of account, cause an audited or unaudited annual financial statement of the Association books to be prepared at the completion of each fiscal year, prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and make availalbe a copy of each to the Members.

ARTICLE X.
BOOKS AND RECORDS

Section 10.1 The books, records, and papers of the Association shall, during reasonable business hours, be subject to inspection by any Member upon written request, pursuant to the requirements of the Texas Business Organizations Code. The Declaration, the Certificate of Formation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI.
COMMITTEES

The Board shall appoint a Nominating Committee, as provided in these Bylaws. The Board shall also appoint an Architectural Control Committee, as provided by the Declaration. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XII.
NO CORPORATE SEAL

The Association shall not be required to have a seal for any purposes.

ARTICLE XIII.
AMENDMENTS

Section 13.1 These Bylaws may be amended at a regular or special meeting of the Members by a vote of a majority of a quorum of the Members present in person or by proxy. These Bylaws may also be amended by a vote of a majority of the Board of Directors, unless the Members adopt an amendment which precludes the Board of Directors from doing so.

Section 13.2 In the case of any conflict between the Certificate of Formation and these Bylaws, the Certificate shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV.
MISCELLANEOUS

Section 14.1 The fiscal year of the Association shall begin on the first day of January in each year and end on the last day of December in each year, except that the first fiscal year shall begin on the date of formation.

IN WITNESS WHEREOF, we, being all of the Initial Directors of NAPA OAKS OWNERS' ASSOCIATION, have hereunto set our hands as of this 24th day of November, 2009.

JAMES JAPHET

AMBER JAPHET

JEFF JAPHET

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Hope Andrade
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING
OF

The Napa Oaks Owners' Association, Inc.
File Number: 801197444

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate 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.

Any provision herein which restricts the sale, or use of the described real property because of race is invalid and unenforceable under Federal law
STATE OF TEXAS, COUNTY OF BEXAR
I hereby Certify that this instrument was FILED in File Number Sequence on this date and at the time stamped hereon by me and was duly RECORDED in the Official Public Record of Real Property of Bexar County, Texas on:

MAY 17 2011

COUNTY CLERK BEXAR COUNTY, TEXAS

Dated: 11/23/2009

Effective: 11/23/2009

Hope Andrade
Secretary of State

Doc# 20110084438 Fees: $68.00
05/17/2011 1:44PM # Pages 14
Filed & Recorded in the Official Public Records of BEXAR COUNTY
GERARD RICKHOFF COUNTY CLERK