

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**WILDWOOD PROPERTY OWNERS ASSOCIATION**

WHEREAS, the Articles of Incorporation of Wildwood Property Owners Association (the “**Association**”) were filed with the office of the Texas Secretary of State on September 3, 1985 under Secretary of State file number 0076557901, Charter No. 765579 (the “**Original Articles**”); and

WHEREAS, Articles of Amendment to the Original Articles were filed with the office of the Texas Secretary of State on May 19, 1987 (the “**1987 Amendment**”); and

WHEREAS, the Original Articles and the 1987 Amendment are referred to hereinafter collectively as the “**Articles**”;

WHEREAS, the members of the Association desire to amend and restate the Articles, to be replaced in their entirety with these Amended and Restated Articles of Incorporation of Wildwood Property Owners Association (the “**Restated Articles**”); and

WHEREAS, these Restated Articles have been approved in accordance with the Texas Business Organizations Code including but not limited to Sections 22.105 and 22.164.

NOW THEREFORE, these Restated Articles are approved and adopted by at least two-thirds of the votes of the members present at a meeting called for that purpose at which a quorum was present, and shall replace the Articles in their entirety.

**ARTICLE ONE**

**Name**

The name of the corporation is Wildwood Property Owners Association.

**ARTICLE TWO**

**Non-Profit**

The corporation is a non-profit corporation. The corporation is formed pursuant to the provisions of the Business Organizations Code, Section 22.001 et seq, and intends to be governed thereby.

**ARTICLE THREE**

**Duration**

The period of its duration is perpetual.

**ARTICLE FOUR**

**Purposes**

The purposes for which the corporation is organized are:

(1) The primary purpose is to own the common properties of Wildwood Resort City, a subdivision in Hardin and Tyler Counties, Texas, to preserve and improve such common

properties and all assets, present or future, owned by the corporation, to acquire additional assets, from time to time, and efficiently operate the present and future facilities of Wildwood Resort City for the common use and benefit of the members.

(2) To exercise all of the rights, powers, and privileges and perform all of the duties and obligations attributable to the owner of the common properties of Wildwood Resort City as are set forth in the Dedication and Restrictions contained in the instruments of the restrictions concerning said subdivision duly recorded in Volume 462, Page 437, et. seq., of the Deed Records of Hardin County, Texas and Volume 215, Page 256, et seq., of the Deed Records of Tyler County, Texas, as written and subsequently amended in whole or in part, by any and all additional instruments recorded in the records of such counties.

(3) To amend, modify, alter or repeal, in whole or in part, any and all of such instruments of restrictions and the provisions thereof affecting the subdivision of Wildwood Resort City.

(4) To levy, affix, collect and enforce payment by permissible means of all charges and assessments pursuant to the terms of the Dedication and Restrictions now or hereafter in force and effect.

(5) To do any and all of the actions permitted to be taken or done by a non-profit corporation pursuant to the provisions of the Texas Business Organizations Code.

(6) To have and to exercise any and all powers, rights, and privileges a corporation organized as a non-profit corporation under the Business Organizations Code of the State of Texas may now or hereafter exercise.

The foregoing purposes shall be construed as both purposes and powers and the enumeration of any one purpose or power shall not be deemed to be to the exclusion of any other purpose or power for which non-profit corporations may be organized or which non-profit corporations may do or perform under the laws of the State of Texas now or hereafter in effect.

**ARTICLE FIVE**  
**Registered Office & Agent**

The mailing address of the current registered office of the Association is 92 Cypress Bend Dr., P.O. Box 903, Village Mills, TX 77663, and the name of its current registered agent at such address is Betty Holman.

**ARTICLE SIX**  
**Directors**

The business and affairs of the Association shall be conducted, managed and controlled by the Board of Directors. The Board may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine. The Board

shall consist of no less than 3 directors nor more than 9 directors, who shall serve pursuant to the provisions set forth in the Bylaws. The number of directors may be changed pursuant to the Bylaws.

**ARTICLE SEVEN**  
**Members**

Each and every owner of a lot situated in Wildwood Resort City subdivision shall automatically become and must remain a member of the corporation during such owner's period of ownership of such lot. Such membership shall be appurtenant to each lot and may not be severed from or held separately apart therefrom.

**ARTICLE EIGHT**  
**Votes**

The corporation shall have one class of members. Members shall be entitled to one vote regardless of the number of lots owned.

**ARTICLE NINE**  
**Cumulative Voting**

For purposes of election of Directors, members shall not be entitled to cumulate their votes for the number of director positions being elected.

**ARTICLE TEN**  
**Amendment**

These Restated Articles may be amended by two-thirds (2/3) of the votes that members present in person or by proxy, or by absentee ballot or electronic ballot, if used, are entitled to cast at a meeting of the members, at which a quorum is present, at such meeting where the action is submitted for a vote.

**BOARD OF DIRECTORS OF  
WILDWOOD PROPERTY OWNERS  
ASSOCIATION**

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Print Name:

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**SECRETARY'S CERTIFICATION**

I, the undersigned, do hereby certify:

That I am the Secretary of Wildwood Property Owners Association, a Texas non-profit corporation; and

That the foregoing Amended and Restated Articles of Incorporation of Wildwood Property Owners Association, were duly approved and adopted by at least two-thirds of the votes that members present in person or by proxy are entitled to cast at a meeting at which these Restated Articles were submitted for a vote held on the \_\_\_ day of \_\_\_\_\_, 20\_\_\_ at which a quorum was present.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the \_\_\_ day of \_\_\_\_\_, 20\_\_\_.

\_\_\_\_\_  
Print Name: \_\_\_\_\_  
Secretary

STATE OF TEXAS §

§

COUNTY OF \_\_\_\_\_ §

BEFORE ME, on this day personally appeared \_\_\_\_\_, the Secretary of Wildwood Property Owners Association, known by me to be the person whose name is subscribed to this instrument, and **acknowledged** to me that s/he executed the same for the purposes herein expressed, in the capacity herein stated, and as the act and deed of said corporation.

Given under my hand and seal of office, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_.

\_\_\_\_\_  
Notary Public – State of Texas