

**CERTIFICATE OF FORMATION
OF**

PROPERTY OWNERS ASSOCIATION OF RIVER ROCK RANCH, INC.

(A Texas Non-Profit Corporation)

FILED
In the Office of the
Secretary of State of Texas

FEB 05 2008

Corporations Section

I, the undersigned natural person over the age of eighteen years, acting as the organizer of a corporation under the Texas Business Organizations Code do hereby adopt the following Certificate of Formation for such corporation:

ARTICLE 1. HOMEOWNERS ASSOCIATION. The corporation shall be, mean and constitute a mandatory "property owners association" organized pursuant to Texas Property Code 202.001(2), which is defined as the "Association" in the Declaration of Covenants, Conditions and Restrictions ("Declaration"), to be recorded in the Official Records of Bexar County, Texas, as may be amended from time to time, with respect to certain real property located in Bexar County, Texas known as RIVER ROCK RANCH, a planned unit development.

ARTICLE 2. NAME. The name of the Association is **PROPERTY OWNERS ASSOCIATION OF RIVER ROCK RANCH, INC.**

ARTICLE 3. NON-PROFIT. This Certificate of Formation is being filed to create non-profit corporate status for the Association pursuant to the Texas Business Organizations Code.

ARTICLE 4. DURATION. The duration of the Association shall be perpetual.

ARTICLE 5. GOVERNING DOCUMENTS. As used herein, the Governing Documents of the Association shall mean this Certificate of Formation, the Declaration, the Bylaws of the Association, all rules, regulations, policies, guidelines, and all other documents that govern the Association, as each may be amended from time to time.

ARTICLE 6. PURPOSES. The general purposes for which the Association is formed are to exercise the rights and powers and to perform the duties and obligations of the Association, in accordance with the Governing Documents and State Law.

ARTICLE 7. POWERS. In furtherance of its purposes, the Association shall have the following powers which, unless indicated otherwise by the Governing Documents or State Law, may be exercised by the Board of Directors:

1. All rights and powers conferred upon non-profit entities by State Law in effect from time to time;
2. All rights and powers conferred upon property owners associations by State Law, including under Texas Property Code Title 11, in effect from time to time; and
3. All powers necessary, appropriate or advisable to perform any purpose or duty of the Association as set out in the Governing Documents or State Law.

ARTICLE 8. MEMBERSHIP. The Association shall be a non-stock membership organization. The Declaration and Bylaws shall determine the number and qualifications of the members of the Association; the voting rights and other privileges of membership; and the obligations and liabilities of members. Cumulative voting is not allowed.

ARTICLE 9. MANAGEMENT BY BOARD. The management and affairs of the Association shall be vested in the Board of Directors, except for those matters expressly reserved to others in the Governing Documents. The Bylaws shall determine the number and qualification of directors; the term of office of directors, the method of electing, removing and replacing directors, and the methods of holding a board meeting and obtaining consents.

ARTICLE 10. LIMITATIONS OF LIABILITY.

a. Except as provided in Paragraph d below, a director of the Association is not liable to the Association or its members for monetary damages for acts or omissions that occur in the person's capacity as a director except to the extent a person is found liable for (i) a breach of the director's duty of loyalty to the Association or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Association; (iii) an act or omission that involves intentional misconduct or knowing violation of law; (iv) a transaction from which the director receives an improper benefit, whether or not the benefit resulted from the action taken within the scope of the person's office; or (v) an act or omission for which the liability of a director is expressly provided by applicable statute.

b. An officer is not liable to the Association or any other person for an action taken or omission made by the officer in the person's capacity as an officer unless the officer's conduct was not exercised: (i) in good faith; (ii) with ordinary care; and (ii) in a manner the officer reasonably believes to be in the best interest of the Association.

d. The liability of officers, directors and other volunteers of the Association may also be limited by the Charitable Immunity and Liability Act of 1987, Chapter 84, Texas Civil Practice and Remedies Code, as amended.

d. The limitation on the liability of an officer, director or volunteer does not eliminate or modify that person's liability as a member of the Association. It is intended that the liability of any member arising out of any contract made by the Association, or out of the indemnification of any officer, director or volunteer, or for damages as a result of injuries arising in connection with the common elements, or for liabilities incurred by the Association, shall be limited to the same proportion in which he is liable for common expenses as a member of the Association.

ARTICLE 11. INDEMNIFICATION. Subject to the limitations and requirements of Chapter 8 of the Business Organizations Code, the Association shall indemnify a person who was, or is threatened to be, made a named defendant or respondent in a proceeding because the person is or was an officer, director, committee chair or committee member of the Association. Additionally, the Association may indemnify a person who is or was an employee, trustee, agent or attorney of the Association, against any liability asserted against him and incurred by him in such a capacity and arising out of his status as such a person.

ARTICLE 12. AMENDMENT OF THE CERTIFICATE OF FORMATION. This Certificate of Formation may be amended or restated in accordance with the Business Organizations Code, subject to the following:

1. An amendment shall not conflict with the Declaration or applicable State Law, including Title 11 of the Texas Property Code, in effect from time to time.
2. An amendment shall not impair or dilute a right granted to a person by the Declaration, without that person's written consent.
3. Any amendment must be in accordance with the applicable provisions of the Business Organizations Code.
4. Without member approval, the Board of Directors may adopt amendments permitted by Section 22.107 of the Business Organizations Code.

ARTICLE 13. WINDING UP. The Association may be wound up only as provided in the Declaration, Bylaws and State Law.

ARTICLE 14. ACTION WITHOUT A MEETING. Pursuant to Sections 6.202 and 22.220 of the Business Organizations Code, any action required by Chapter 22 of the Business Organizations Code to be taken at a meeting of the members or owners, or any action that may be taken at a meeting of the directors or members of any committee, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by a sufficient number of members, owners, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, owners, directors, or members of the committee were present and voted.

ARTICLE 15. INITIAL GOVERNING BODY. The initial governing body shall consist of a board of three directors who shall serve as directors until their successors shall have been elected and qualified, as provided in the Bylaws. The name and address of each initial director is as follows:

DANA GREEN
505 MADISON OAK DRIVE
SAN ANTONIO, TEXAS 78258

DAVID GREEN
505 MADISON OAK DRIVE
SAN ANTONIO, TEXAS 78258

CHERYL GREEN
505 MADISON OAK DRIVE
SAN ANTONIO, TEXAS 78258

ARTICLE 16. REGISTERED AGENT. The name of the Association's registered agent and registered office is:

DANA GREEN
505 MADISON OAK DRIVE
SAN ANTONIO, TEXAS 78258

ARTICLE 17. ORGANIZER. The name and address of the organizer is:

DANA GREEN
505 MADISON OAK DRIVE
SAN ANTONIO, TEXAS 78258

ARTICLE 18. REAL PROPERTY. This Certificate of Formation pertains to the River Rock Ranch subdivision, being a planned unit development located in Bexar County, Texas, as described in the plat recorded in Book 9581, Pages 185-180, Deed and Plat Records of Bexar County, Texas, as may be amended, supplemented and restated from time to time, together with all real property that may be annexed thereto from time to time.

ARTICLE 19. CLASSES OF VOTING RIGHTS. The Declaration provides for two (2) classes of voting memberships. Class A members are all lot owners, with the exception of the Declarant, and the Class B member is the Declarant, as defined in the Declaration. The Declaration determines the number and weight of votes of each class and the termination of Class B rights.

ARTICLE 20. CHANGE IN STATUS. The continuing existence of the Association as described in the Governing Documents is vested in its members. During any period in which the Association is not incorporated or loses its corporate status, it will be subject to the Texas Uniform Unincorporated Nonprofit Association Act and this Certificate of Formation shall continue to be effective as a Governing Document of the Association.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument on this 4th day of February, 2008.



DANA GREEN