

**CERTIFICATE OF FORMATION OF  
THE LODGES AT THE BANDIT GOLF CLUB CONDOMINIUM OWNER'S ASSOCIATION, INC.  
A NONPROFIT CORPORATION**

This certificate of formation is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code.

**Article I - Entity Name and Type**

The name and type of filing entity being formed are: The Lodges At The Bandit Golf Club Condominium Owner's Association, Inc. a Texas nonprofit corporation (hereinafter "Corporation"). The corporation shall be, mean, and constitute the unit owners' association, organized pursuant to Section 82.101, Texas Uniform Condominium Act, which is defined as the "Association" in the Declaration of The Lodges At The Bandit Golf Club Condominiums to be recorded in the Official Public Records of Guadalupe County, Texas, and any amendments or restatements thereto ("Declaration"), with respect to the property described in the Declaration.

**Article II - Purpose**

The general purposes for which the Corporation is formed are to exercise the rights and powers and to perform the duties and obligations of the Corporation, in accordance with the Declaration, the Bylaws of the Association, and Texas law, including the Texas Uniform Condominium Act, as each may be amended from time to time. Specifically, the Corporation is organized and operated to provide for the acquisition, construction, management, maintenance, and care of Corporation property in accordance with Internal Revenue Code Section 528.

**Article III- Duration**

The period of the duration of the Association is perpetual.

**Article IV-Powers**

In furtherance of its purposes, the Corporation shall have the following powers which, unless indicated otherwise by these Articles, the Declaration, the Bylaws or Texas law, may be exercised by the Board of Directors:

- (a) All rights and powers conferred upon nonprofit corporations by Texas law in effect from time to time;
- (b) All rights and powers conferred upon condominium associations by Texas law, including the Texas Uniform Condominium Act, in effect from time to time;
- (c) All powers necessary, appropriate, or advisable to perform any purpose or duty of the Corporation as set out in these Articles, the Bylaws, the Declaration, or Texas law;
- (d) Promote the health, safety, and welfare of the owners of the Condominium Project;

## Article V - Restrictions and Limitations

Notwithstanding the foregoing or anything to the contrary herein, the Corporation may not:

- (a). Engage in any activity or take any action prohibited by the applicable provisions of the Texas Business Organizations Code.
- (b). Pay any dividend or distribute any part of the income of the Corporation to its members, directors, or officers.
- (c). Make loans to the Corporation's directors.
- (d). Engage in any activities, except to an insubstantial degree, that are not in furtherance of the purpose or purposes of the Corporation.
- (e). Conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 528 of the Internal Revenue Code and its regulations.
- (f). Allow any of the Corporation's net earnings to inure to the benefit of any private individual.

## Article VI - Registered Office and Registered Agent

The initial registered agent is an individual resident of the state whose name is Daniel A. Pedrotti, Jr.. The business address of the initial registered agent and the initial registered office is: 512 East Blanco Rd., Suite 100, Boerne, Texas 78006.

## Article VII - Organizer

The name and address of the organizer is:

<u>Name</u>	<u>Address</u>
Grace G. Kunde, Attorney At Law	112 N. Travis Street, Seguin, Texas 78155

## Article VIII - Governing Authority

Management of the affairs of the Corporation is to be vested in its board of directors, except for those matters expressly reserved to others in the Declaration and Bylaws. The number of initial directors shall be three (3). The number of directors, term of office, and the methods of electing, removing, and replacing directors, and the methods of holding a Board meeting and obtaining consents shall be set by the Declaration and Bylaws as may be amended from time to time, provided that the number of directors may never be less than three. The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
1. DANIEL A. PEDROTTI, JR.	512 East Blanco Rd., Suite 100,, Boerne, Texas 78006
2. GRACE G. KUNDE	112 N. Travis, Seguin, Texas 78155
3. ALLAN DERHAM	899 Long Creek Blvd., New Braunfels, Texas 78130

#### **Article IX - Organizational Structure**

The Association shall be a non-stock membership corporation. The Declaration and Bylaws shall determine the number and qualifications of members of the Corporation, the voting rights and privileges of membership; and the obligations and liabilities of members. Cumulative voting is not allowed.

#### **Article X - Action Without a Meeting by Members, Directors or Committees**

Any action required by the Texas Business Organizations Code to be taken at a meeting of the members or directors of the Corporation or any action that may be taken at a meeting of the members or directors or 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, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voted.

#### **Article XI - Power to Amend Bylaws Reserved by Members**

The power to amend the Bylaws is reserved exclusively to the members or as otherwise set forth in the Declaration and the Bylaws.

#### **Article XII - Distribution of Assets Upon Winding Up**

After all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged, the property of the Corporation shall be distributed in accordance with the Declaration provision for distribution upon termination.

#### **Article XIII - Effective Date of Filing**

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

#### **Article XIV - Execution**

This document is signed subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: \_\_\_\_\_

\_\_\_\_\_  
Grace G. Kunde, Attorney At Law