

FILED
In the Office of the
Secretary of State of Texas

MAY 08 1984

Clerk A
Corporations Section

ARTICLES OF INCORPORATION

OF

THE GARDENS MEDICAL CENTER CONDOMINIUM

COUNCIL OF CO-OWNERS, INC.

We, the undersigned, natural persons of the age of twenty-one (21) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation of such corporation.

ARTICLE ONE

The name of the corporation is The Gardens Medical Center Condominium Council of Co-Owners, Inc.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

(1) To serve as the "Council of Co-Owners", as that term is defined and described in the Condominium Act, Texas Revised Civil Statutes, Article 1301a, for the condominium project known as The Gardens Medical Center, A Condominium Project, located in Bexar County, Texas and the regime for which it was established by the filing of the Enabling Declaration for The Gardens Medical Center, A Condominium Project;

(2) To provide for and do all activities necessary, useful and expedient to protect, preserve, maintain and repair the general and limited common elements of the said condominium project for the use, enjoyment and benefit of the members of the corporation, and to operate, administer and govern the common affairs of the members of the corporation in connection with said condominium project;

(3) To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of The Gardens Medical Center, A Condominium Project as a condominium project in accordance with the Declaration;

(4) To promote the health, safety and welfare of the residents within the above condominium project;

(5) To exercise the powers and privileges and to perform all of the duties and obligations imposed on the corporation in accordance with the Enabling Declaration for The Gardens Medical Center, A Condominium Project, as such Declaration may hereafter be amended, including, but without limitation, to fix, levy, collect and enforce payment of assessments for such purposes as set forth in the Declaration; to pay all expenses in connection therewith, all expenditures incident to the conduct of the administration and business of the condominium, all licenses, taxes and other charges as are levied or assessed against the corporation and the common elements; to borrow or raise money for any of the purposes of the corporation in accordance with the valid Resolution of the corporation; to draw, make, accept, endorse, and issue Promissory Notes, drafts, bills for exchange, warrants, bonds, debentures, and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment of any debt thereof, and the interest thereof, by mortgage, pledge, security agreement or financing statement, or conveyance or assignment in trust of the whole or of any part of the property of the corporation, whether at the time owned or thereafter acquired; and to sell, pledge or otherwise dispose of such bonds or obligations of the corporation for its corporate purposes;

(6) To buy, sell and deal in real property, personal property and services, and 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 by law may now or hereafter have to exercise. Nothing in these stated purposes shall limit any general power conferred upon corporations under the Non-Profit Corporation Act.

The aforesaid statement of purposes shall be construed as a statement of both purposes and of powers, and shall be broadly construed to effectuate its intent.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 5440 Everhart, Suite 1, Corpus Christi, Texas 78411, and the name of its initial registered agent at such address is Charles W. Zahn, Jr.

ARTICLE SIX

Every person or entity who is a record owner of a fee or undivided fee interest in any condominium unit, and only such persons or entities, shall be a member of the public corporation. Membership in this corporation shall be appurtenant to and may

not be separated from ownership from any condominium unit in The Gardens Medical Center, A Condominium Project. Ownership of such condominium unit shall be the sole qualification for membership in the corporation. The corporation may (but shall not be required to) issue certificates evidencing membership herein.

There should be one vote per each condominium unit owned by an individual or entity and the value of such vote shall be equal to the percentage interest assigned to each such unit as set forth in the Enabling Declaration. When more than one person or entity holds an interest in any condominium unit, all such persons shall be members and the vote per such unit shall be exercised as they among themselves determine, but in no event shall more than one vote be counted with respect to any condominium unit. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Cumulative voting in the election of members of the Board of Administration or in any other exercises of the right to vote is prohibited.

ARTICLE SEVEN

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Michael L. Bridges	4212 Kostoryz Corpus Christi, Texas 78415
Harry J. Spence	4212 Kostoryz Corpus Christi, Texas 78415
Charles W. Zahn, Jr.	5440 Everhart - Suite 1 Corpus Christi, Texas 78411

ARTICLE EIGHT

The affairs of the corporation shall be managed by a Board of Administration of not less than three (3) directors. The number of directors shall be fixed by the By-Laws of this corporation. A majority of the directors shall at all times be persons directly or indirectly owning or having an ownership interest in an apartment located in the condominium project known

as The Gardens Medical Center, A Condominium Project. If any apartment unit owner is a corporation, partnership, trust or other legal entity, an officer, director, shareholder, partner, trustee, or beneficiary of such apartment unit owner, they may be a member of the Board of Administration. The number of directors constituting the initial Board of Administration is three (3) and the names and addresses of the persons who are to serve as directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Michael L. Bridges	4212 Kostoryz Corpus Christi, Texas 78415
Harry J. Spence	4212 Kostoryz Corpus Christi, Texas 78415
Charles W. Zahn, Jr.	5440 Everhart - Suite 1 Corpus Christi, Texas 78411

ARTICLE NINE

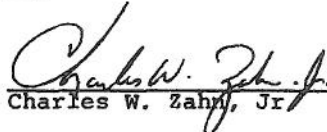
Amendment, alteration or repeal of these Articles shall require the assent of three-fourths (3/4) of the entire membership.

ARTICLE TEN


The corporation shall indemnify any director, officer, former director or officer of the corporation for expenses and costs (including attorney's fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in Court or otherwise, by reason of his being or having been such director or officer, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought.

IN WITNESS WHEREOF, we have hereunto set our hands this

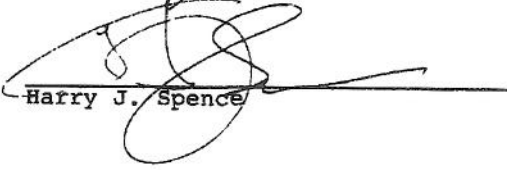
30th day of April, 1984.



Charles W. Zahn, Jr.




Michael L. Bridges



Harry J. Spence

THE STATE OF TEXAS §
COUNTY OF NUECES §

I, the undersigned, a Notary Public in and for Nueces County, Texas, do hereby certify that on this the 30th day of April, 1984, personally appeared before me Charles W. Zahn, Jr., Michael L. Bridges and Harry J. Spence, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are correct.



Notary Public in and for
the State of Texas