

CERTIFICATE OF CORPORATE RESOLUTION

STATE OF TEXAS §  
COUNTY OF BEXAR § 97- 0062004

We, Robert J. Weiss, Jr., President, and Donald A. Smith, Secretary of Windermere Estates Homeowners Association, Inc., a Texas corporation, do hereby certify that said corporation is duly organized and existing under the laws of the State of Texas; that it is in good standing in the State of Texas; and that a true and correct copy of the Articles of Incorporation are attached hereto as Exhibit A; that the following is a true and correct copy of a certain resolution of the Board of Directors of Windermere Estates Homeowners Association, adopting the bylaws of said corporation, a copy of which is attached hereto as Exhibit B and incorporated herein by reference as though fully set forth herein, which resolution was adopted at the first meeting of the Board of Directors held on May 6, 1997, at 8000 Fair Oaks Parkway, Fair Oaks Ranch, Texas 78015; a quorum being present, said resolution as set forth in the Minutes of said meeting is as follows:

"RESOLVED, that the bylaws presented to this meeting be and they are hereby adopted as the bylaws of this corporation, and that a copy of said bylaws be placed in the minute book of this corporation."

IN WITNESS WHEREOF, we have hereunto set our hands as President and Secretary, respectively, of said corporation this 6<sup>th</sup> day of May, 1997.

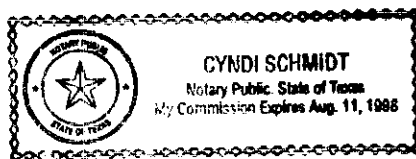
Donald A. Smith  
Donald A. Smith, Secretary  
Windermere Estates Homeowners  
Association, Inc.

Robert J. Weiss, Jr.  
Robert J. Weiss, Jr., President  
Windermere Estates Homeowners  
Association, Inc.

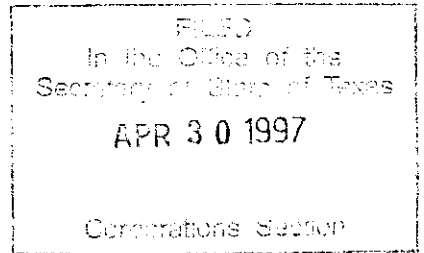
SWORN TO AND SUBSCRIBED BEFORE ME, a notary public in and for the State of Texas, by Robert J. Weiss, President, and Donald A. Smith, Secretary of Windermere Estates Homeowners Association, Inc., on the 6<sup>th</sup> day of May, 1997.

Cyndi Schmidt  
Notary Public, State of Texas

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ARTICLES OF INCORPORATION  
OF  
WINDERMERE ESTATES  
HOMEOWNERS ASSOCIATION, INC.

I, the undersigned natural person of legal age, acting as incorporator of a corporation under the Texas Nonprofit Corporation Act do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation (hereinafter called the Association) is Windermere Estates Homeowners Association, Inc.

ARTICLE II

The Association is a nonprofit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The specific primary purposes for which the Association is formed are to provide various services and facilities for maintenance and preservation of the entryway, street scene (area between property lot lines and curb lines of the street) and common area, if any, within certain subdivided tracts of real property described as follows:

- (1) Windermere Subdivision, Unit I, Bexar County, as shown on plat recorded in Volume 9530, Pages 103-104 of the Plat Records of Bexar County, Texas (LIMITED TO MAINTENANCE OF ENTRYWAY FEATURES ON DIETZ-ELKHORN ROAD);

(2) Windermere Subdivision, Unit II, Bexar County, as shown on plat recorded in Volume 9537, Pages 10-12, of the Plat Records of Bexar County, Texas;

and such other property as may be brought under its jurisdiction from time to time,

and to promote the health, safety, and welfare of the residents within the above described subdivisions and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

The Association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the Association shall be financed by assessments on members as provided in the Bylaws, and no part of any net earnings shall inure to the benefit of any member.

#### ARTICLE V

The street address of the initial registered office of the Association is 8000 Fair Oaks Parkway, Fair Oaks Ranch, Texas 78015, and the name of its initial registered agent at such address is Donald A. Smith.

#### ARTICLE VI

Every person or entity who is a record owner of a title or undivided interest in title to any lot which is subject to assessments by the Association, including contract purchasers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

ARTICLE VII

The Association shall have two classes of members as follows:

CLASS A - Class A members shall be:

(1) Ralph E. Fair, Inc., the developer of said subdivisions, its successors and assigns, which shall be entitled to two votes for each lot owned by it in any subdivision under the jurisdiction of the Association; and

(2) All other owners of any lot in Windermere Subdivision Unit II, who shall own, or shall have completed construction of the foundation of a residence on such lot, and who shall be entitled to one vote for each such lot. When more than one person owns an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any lot owned by Class A members, other than Ralph E. Fair, Inc.

CLASS B - Class B members shall be those lot owners other than the developer in Windermere Subdivision Unit II who have not completed construction of the residence foundations on their respective lots. Class B members shall have no voting rights except as otherwise provided in these Articles, but shall obtain voting rights upon classification as Class A members.

ARTICLE VIII

The number of directors constituting the initial board of directors of the Association is three (3), and the names and

addresses of the persons who are to serve as the initial directors are:

Donald A. Smith	8000 Fair Oaks Parkway Fair Oaks Ranch, Texas 78015
Richard F. Halter	1020 NE Loop 410, Suite 610 San Antonio, Texas 78209
Robert J. Weiss, Jr.	Box 4495 Boerne, Texas 78006

ARTICLE IX

On dissolution the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization organized and operated for such similar purposes.

ARTICLE X

The name and street address of the incorporator is:

Richard F. Halter	1020 NE Loop 410, Suite 610 San Antonio, Texas 78209
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EXECUTED this 29 day of April, 1997, at San Antonio, Texas

  
Richard F. Halter

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BYLAWS OF  
WINDERMERE ESTATES  
HOMEOWNERS ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is Windermere Estates Homeowners Association, Inc. The principal office of the corporation shall be located at 8000 Fair Oaks Parkway, Fair Oaks Ranch, Texas 78015, but meetings of the members and directors may be held at such places within the State of Texas as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

(1) "Association" shall mean and refer to Windermere Estates Homeowners Association, Inc., its successors and assigns.

(2) "Common Area" shall mean all real property owned, if any, by the Association for the common use and enjoyment of the owners. For maintenance purposes it shall initially include maintenance of the area from the curb to the front property line of each platted lot and the entry way and features located on Fair Oaks Parkway and Dietz-Elkhorn Road, or as otherwise designated by the Board of Directors.

(3) "Developer" shall mean and refer to Ralph E. Fair, Inc., its successors and assigns.

(4) "Lot" shall mean and refer to any plot of land (with the exception of any common area) shown on the recorded subdivision

plats of Windermere Subdivision Units I and II, Bexar County, and on plats of any additional subdivisions which may hereafter be brought into the association.

(5) "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Articles of Incorporation and these Bylaws.

(6) "Owner" shall mean and refer to the record owners, whether one or more persons or entities, of the title to any lot or condominium which is a part of the subdivision, including contract purchasers, but excluding those holding title merely as security for the performance of an obligation.

(7) "Subdivision" shall mean and refer to that certain tract of real property described in the Articles of Incorporation, and such additions thereto as may be brought within the jurisdiction of the Association.

### ARTICLE III MEETINGS OF MEMBERS

(1) Annual Meetings. The first annual meeting of members shall be held within 30 days from the date of incorporation of the Association. Subsequent annual meetings of members shall be held on the same day of the same month of each year thereafter at 2:00 p.m. If the day for the annual meeting of members is a legal holiday, the meeting will be held at the same hour on the next following day which is not a legal holiday. The Board of Directors

may from time to time set different dates for annual meetings in response to request from lot owners for a more convenient meeting time.

(2) Special Meetings. Special meetings of members may be called at any time by the President or by the Board of Directors, or on written request of members who are entitled to vote one-fourth of all votes of the Class A membership.

(3) Notice of Meetings. Written notice of each meeting of members shall be given by or at the direction of the Secretary or other person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least ten but not more than thirty days 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 receiving notice. Such notice shall specify the day, hour and place of the meeting and in case of a special meeting the purpose of the meeting.

(4) Quorum. The presence at the meeting in person or by proxy of members entitled to cast a majority of the votes of the Class A membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Articles of Incorporation or these bylaws. If a quorum is not present at any meeting, members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than an announcement at the meeting, until a quorum is present.



(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. Proxies shall be revocable and the proxy of any owner shall automatically terminate on conveyance by him of his lot.

ARTICLE IV  
BOARD OF DIRECTORS - TERM OF OFFICE:  
FIRST ELECTION: REMOVAL

(1) Number. The affairs of the Association shall be managed initially by a board of three (3) directors, who shall be Class A members of the Association, or other persons designated by Class A members. Until July 1, 2003 the Directors shall be three (3) in number and shall be the Directors named in the Articles of Incorporation.

(2) Term of Office. As of July 1, 2003, then at the first annual meeting thereafter the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; at each annual meeting thereafter the members shall elect three directors for a term of three years.

(3) Removal. After July 1, 2003, 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.

(4) Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for any actual expenses incurred in the performance of his duties.

ARTICLE V  
BOARD OF DIRECTORS - NOMINATION AND ELECTION

(1) Nomination. Nomination for election to the Board of Directors shall be by nominating committee. However, nomination may also be made from the floor at any annual meeting of members. The nominating committee shall consist of a chairman who shall be a member of the Board of Directors, and two or more members of the Association. The committee shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of such meeting until the close of the next annual meeting, and such appointment shall be announced at each 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 in no event shall it nominate less than the number of vacancies to be filled.

(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 Articles of

Incorporation. Persons receiving the largest number of votes shall be elected. Cumulative voting is permitted, provided that any member who intends to cumulate his votes must give written notice of such intention to the secretary of the Association on or before the day preceding the election at which such member intends to cumulate his votes.

ARTICLE VI  
BOARD OF DIRECTORS - MEETINGS

(1) Regular Meetings. Regular meetings of the Board of Directors may be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the board. In the event the regular date for a meeting falls on a legal holiday, such meeting shall be held at the same time on the next following day which is not a legal holiday.

(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.

(3) Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the board.

ARTICLE VII  
BOARD OF DIRECTORS - POWERS AND DUTIES

(1) Powers. The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the common areas, if any, and other facilities, including the personal conduct of the members and their guests thereon; and to establish penalties for infractions of such rules and regulations;

(b) Suspend the voting rights and rights to services provided by the Association by any members during any period in which such member is in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 30 days for infraction of published rules and regulations;

(c) Exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the membership by the Articles of Incorporation or by other provisions of these bylaws;

(d) Declare the office of a member of the Board of Directors to be vacant in the event that such member is absent from three consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, independent contractors, and such employees as they may deem necessary, and to prescribe their duties.

(2) Duties. It shall be the duty of the Board of Directors

to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at each annual meeting, or at any special meeting at which such a statement is requested in writing by one-fourth of the Class A members entitled to vote thereat;

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

(3) Assessments. It shall be the duty of the Board of Directors to administer assessments in accordance with the provisions of Article XI of the Bylaws.

(4) Other Duties. It shall further be the duty of the Board of Directors to:

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

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

(c) Cause the common areas, if any, to be maintained.

ARTICLE VIII  
OFFICERS AND THEIR DUTIES

(1) Enumeration of Offices. The officers of the Association shall be a president and vice president, who shall at all times be members of the Board of Directors, and a secretary, treasurer, and such other officers as the board may from time to

time by resolution create.

(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 members.

(3) Term. The officers of the Association shall be elected annually by the board. Each shall hold office for a term of one year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

(4) Special Appointments. The board may elect such other officers as the affairs in 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.

(5) Resignation and Removal. Any officer may be removed from office by the board at any time with or without cause. Any officer may resign at any time by giving written notice to the board, the president, or the 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.

(6) Vacancies. A vacancy in any office may be filled by appointment of the board. The officer appointed to such vacancy shall serve for the unexpired term of the officer he replaces.

(7) Multiple Offices. The offices of secretary and treasurer 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 4 of this Article.

(8) Duties. The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the board are carried out and shall sign all leases, mortgages, and deeds.

(b) Vice President. The vice president shall act in the place 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 members; keep appropriate current records showing the members of the Association together with their addresses; and perform such other duties as may be required by the board or by law.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all funds of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; shall keep proper books of account; shall prepare or cause an annual report of the Association books to be made at the completion of each fiscal year beginning with the third year after operations of the Association begin; and shall prepare

an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each member, and a report of which shall be given at the regular annual meeting of members.

(e) Checks and Promissory Notes shall be signed by any two (2) of the foregoing named officers.

#### ARTICLE IX COMMITTEES

The Board of Directors shall appoint a nominating committee as provided in Article V of these bylaws. In addition, the Board of Directors may appoint such other committees as it may deem appropriate in the performance of its duties.

#### ARTICLE X MEMBERSHIP IN ASSOCIATION: VOTING RIGHTS

(1) Every owner of a lot or lot resubdivided in accordance with the Subdivision Restrictions shall be a member of the Association; membership shall be appurtenant to and may not be separated from ownership of a lot.

(2) The association shall have two classes of members as follows:

CLASS A- Class A members shall be:

(1) Ralph E. Fair, Inc., the developer of said subdivisions, its successors and assigns, which shall be entitled to two votes for each lot owned by it in any subdivision under the jurisdiction of the Association; and



(2) All other owners of any lot in Windermere Subdivision Unit II, who shall own, or shall have completed construction of the foundation of, a residence on such lot, and who shall be entitled to one vote for each such lot. When more than one person owns a interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any lot owned by Class A members, other than the Developer.

CLASS B - Class B members shall be those lot owners, other than the developer, in Windermere Subdivision Unit II who have not completed construction of the residence foundations on their respective lots. Class B members shall have no voting rights except as otherwise provided in the articles of Incorporation, but shall obtain voting rights upon classification as Class A members.

#### ARTICLE XI ASSESSMENTS

(1) Lien and Personal Obligation of Assessments. Developer hereby covenants for each lot within the subdivision, and each owner of a lot is hereby deemed to covenant by acceptance of his deed for such lot, whether or not it shall be so expressed in his deed, to pay monthly assessments to the association. Such assessments will be established and collected as hereinafter provided. The assessments, together with interest, costs and

reasonable attorneys' fees, shall be a charge on the land and a continuing lien on each lot against which such an assessment is made. Each such assessment, together with interest, costs, and reasonable attorneys' fees shall be the personal obligation of the person or persons who owned the lot at the time the assessment fell due, but such personal obligation shall not pass to the successors of title of such person or persons unless expressly assumed by them; however, no successor owner shall be entitled to any privileges of ownership in the association, including use of any facilities and services, until any prior assessment liens are fully discharged.

(2) Purpose of Monthly Assessments. The monthly assessments levied by the association shall be used exclusively to promote the health, safety, welfare, and recreation of the residents in the subdivision, and for the improvement and maintenance of the common areas, if any. Assessments may include, but are not limited to, the following purposes:

(a) Maintenance and repair of the two main entrance features, on Fair Oaks Parkway and Dietz-Elkhorn Road, including entrance lighting, if any. It may subsequently include maintenance of the area from the curb to the front property line of each platted lot, or as otherwise designated by the Board of Directors.

(b) Liability insurance insuring the Association against any and all liability to the public, to any owner, or to the invitees or tenants of any owner arising out of their occupation

and/or use of the common area. The policy limits shall be set by the Association, and shall be reviewed at least annually and increased or decreased in the discretion of the Association.

(c) A standard fidelity bond covering all officers and members of the Board of Directors with fiduciary duties of the Association in an amount to be determined by the Board of Directors.

(d) Any other materials, supplies, furniture, labor, services, maintenance, repairs, structural alterations, insurance, taxes, or assessments which the Association is required to secure or pay pursuant to the terms of this declaration or by law, or which shall be necessary or proper in the opinion of the Board of Directors of the Association for the operation of the common areas, for the benefit of lot owners.

(e) All of the above and foregoing services are listed for the purpose of showing what is within the authority of the Board of Directors, but not as an obligation of the Board of Directors or the Association, with the exception of maintenance, which it is the obligation of the Association to provide, in areas designated by them from time to time.

(3) Minimum Assessments.

(a) The amount of the assessments will be set at the first meeting of the Board of Directors, to be payable monthly, will be paid by all lot owners, including Developer, with the first payment being due and payable at such time as is specified by the

Board, and continuing monthly or annually, as designated by the Board of Directors, on the first of each month after a lot is acquired by the owner, for the development and maintenance of the common areas.

(b) Additional assessments, which shall be charged to members other than Developer, shall be made in such amounts as are necessary to cover the actual costs of services furnished and other authorized purposes of the Association and shall not exceed such costs.

(4) Notice and Quorum for Action Authorized Under Section 3.  
Written notice of any meeting called for the purpose of taking any action authorized by Section 3(b) shall be sent to all members not less than 10 nor more than 30 days in advance of such meeting. In the event the proposed action is favored by a majority of the votes cast by Class A members at such meeting, but less than the requisite majority of such members, members who were not present in person or by proxy may give their assent in writing within ten days after the date of such meeting.

(5) Uniform Rate of Assessment.

(a) Both annual and special assessments must be fixed at a uniform rate for all lots.

(6) Commencement and Collection of Monthly Assessments.  
The monthly assessments provided for herein shall commence as to all lots, including any resubdivided lot or lots, on July 1, 2000. The Board of Directors shall fix the amount of the assessment

against each lot at least 30 days in advance of the due date thereof and shall fix the dates such amounts become due. Assessments are to be paid monthly, or on an annual basis if the Board of Directors so specifies. Notice of the assessments shall be sent to every owner subject thereto.

(7) Effect of Nonpayment of Assessments; Remedies of the Association. Any assessment not paid within 30 days after the due date shall be deemed in default and shall bear an automatic ten percent (10%) penalty of the sum due, plus interest from the due date at the maximum rate permitted by law, and not less than ten percent (10%) per annum. The Association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against the property. No owner may waive or otherwise escape liability for the assessments provided for herein by abandonment of his lot. Failure to pay assessments as provided herein shall additionally constitute forfeiture of the member's right to vote, which shall not be reinstated until such time as the member shall pay all delinquent assessments and any penalties due thereon.

(8) Subordination of Assessment Lien to Mortgages. The assessment lien provided for herein shall be subordinate to the lien of any first mortgage. A sale or transfer of any lot pursuant to a mortgage foreclosure or any proceeding in lieu thereof shall extinguish the assessment lien as to payments which become due prior to such sale or transfer. No sale or transfer shall relieve

such lot from liability for any assessments thereafter becoming due or from the lien thereof.

ARTICLE XII  
BOOKS AND RECORDS: INSPECTION

The books, records, papers of the Association shall be subject to inspection by any member during ordinary business hours. The Articles of Incorporation and Bylaws of the Association shall be available for inspection by any members at the principal office of the Association, where copies shall be made available for sale at a reasonable price.

ARTICLE XIII  
CORPORATE SEAL

The Association shall not have a corporate seal.

ARTICLE XIV  
FISCAL YEAR

The fiscal year of the Association shall be the calendar year, except that the first fiscal period shall begin on the date of incorporation and shall end on December 31st of the year of incorporation.

ARTICLE XV  
AMENDMENTS

These bylaws may be amended, at a regular or special meeting of members, by vote of a majority of a quorum of Class A members

present in person or by proxy.

ADOPTED by the Board of Directors on MAY 6, 1997.

Robert J. Weiss, Jr.  
Robert J. Weiss, Jr.

Donald A. Smith  
Donald A. Smith

Richard F. Halter  
Richard F. Halter

CORP\windermere.1

Any provision herein which restricts the sale, rental, 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 the Number Sequence on the 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:

Filed for Record in:  
BEXAR COUNTY, TX  
GERRY RICKHOFF, COUNTY CLERK

On May 08 1997

At 3:22pm

Receipt #: 32614  
Recording: 47.00  
Doc/Mgmt: 6.00

Doc/Num : 97- 0062004

Deputy -Deborah Greiner

MAY 14 1997



Gerry Rickhoff  
COUNTY CLERK BEXAR COUNTY, TEXAS

RECORDER'S MEMORANDUM  
AT THE TIME OF RECORDATION, THIS INSTRUMENT WAS FOUND TO BE INADEQUATE FOR THE BEST PHOTOGRAPHIC REPRODUCTION BECAUSE OF ILLEGIBILITY, CARSON OR PHOTO COPY, DISCOLORED PAPER, ETC.

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RICHARD E. HALTER  
11020 N.E. LOOP 410, SUITE 610  
SAN ANTONIO, TEXAS 78209

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