

FILED
In the Office of the
Secretary of State of Texas
FEB 16 2017
Corporations Section

**CERTIFICATE OF FORMATION
OF
LIBERTY TOWNHOMES ASSOCIATION, INC.**

ARTICLE 1 – ENTITY NAME AND TYPE:

The name is Liberty Townhomes Association, Inc., referred to herein as the (“Association”). The Liberty Townhomes Association, Inc. is a Non-Profit Corporation.

ARTICLE 2 – REGISTERED AGENT AND REGISTERED OFFICE:

The initial registered agent is an organization by the name of Sloan & Roberts, PLLC. The business address of the registered agent and the registered office address is 5151 Belt Line Rd., Suite 1050, Dallas, Texas 75254-6738.

ARTICLE 3 - MANAGEMENT:

Management of the affairs of the corporation is to be vested in the board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and address of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are set forth as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Arash Moradi	15400 Winchester Blvd #37, Los Gatos, CA 95030	Director
Kamil Navai	15400 Winchester Blvd #37, Los Gatos, CA 95030	Director
Delbar Moradi	15400 Winchester Blvd #37, Los Gatos, CA 95030	Director

ARTICLE 4 – MEMBERSHIP AND ORGANIZATIONAL STRUCTURE:

The nonprofit corporation will have members and be a membership corporation without certificates or shares of stock.

The Corporation shall have two (2) classes of membership, Class A and Class B, as follows:

- (a) Class A. Class A members in the Association shall be those Owners of Lots as defined in the Declaration, with the exception of the Declarant or its successors in title. Class A members shall be entitled to one (1) vote for each Unit in which they hold the interest required for membership.
- (b) Class B. Class B members shall be the Declarant or its successors in title. The Class B member shall be entitled to eight (8) votes for each unoccupied Lot owned by Declarant provided that the Class B membership shall cease and become converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

- (i) fifteen (15) years from the date of execution of the Declaration;
- (ii) one hundred twenty (120) days after the conveyance of the Lot which causes the total votes outstanding in the Class B membership to be less than twenty-six percent (26%) of all votes; or
- (iii) when, in its sole discretion, the Declarant so determines, as more specifically set forth in the Declaration.

Except as otherwise stated in the Declaration, from and after the happening of those events, whichever occurs earlier, the Class B member shall be deemed to be a Class A member entitled to one (1) vote for each Unit in which it holds the interest required for membership.

Notwithstanding anything contained in these Articles to the contrary, Declarant will have the perpetual right to voluntarily reinstate its Class B membership (at the sole option of Declarant) at any time that Declarant's Class B status would again constitute twenty-six percent (26%) or more of all votes if additional Lots owned by Declarant are annexed within the authority of the Declaration.

ARTICLE 5 – PURPOSE:

This nonprofit corporation is organized for the following purpose or purposes:

- (a) Specifically and primarily to provide an organization consisting of the owners of that certain exclusive planned community of townhomes known as Liberty Townhomes located in the City of Frisco, Collin County, State of Texas, and more particularly described in the Declaration of Covenants, Conditions and Restrictions for the Liberty Townhomes Association, Inc. (the "Declaration") recorded under Document No. 20170206000167050 in the Official Public Records of the County Clerk of Collin County, State of Texas (the "Association Project"), to provide for the management, maintenance, preservation, and architectural control of the Association Project.
- (b) Generally:
 - (i) To promote the health, safety, and welfare of the owners of the Association.
 - (ii) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and Bylaws of said Association (the "Declaration" and "Bylaws", respectively).
 - (iii) To fix, levy, collect, and enforce payment of any charges or assessments as set forth in the Declaration and to pay all expenses in connection with such charges or assessments, all office expenses, and all other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association.

- (iv) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public or private use, or otherwise to dispose of real or personal property in connection with the affairs of the Association.
 - (v) To borrow money, mortgage, pledge, grant deeds of trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred.
 - (vi) To have or exercise any and all powers, rights, and privileges that a corporation organized under the Texas Non-Profit Corporation Act by law may now or at a later time have or exercise.
 - (vii) To act in the capacity of principal, agent, joint venturer, partner, or otherwise.
- (c) Notwithstanding any of the above statements of purposes, the Association shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ORGANIZER

The name and address of the organizer is Kenneth W. Sloan, Sloan & Roberts, PLLC, 5151 Belt Line Rd., Suite 1050, Dallas, Texas 75254.

EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the Secretary of State.

EXECUTION

The undersigned affirms that the person designated as registered has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

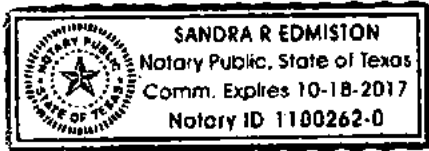


Kenneth W. Sloan, Organizer

STATE OF TEXAS §
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COUNTY OF DALLAS §

BEFORE ME, the undersigned Notary Public, on this day personally appeared Kenneth W. Sloan, who, being by me duly sworn on oath deposed and each said that he has read the above Certificate of Formation and that every statement contained in the Articles is within his personal knowledge and is true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME on February 16, 2017, to certify which witness my hand and official seal.



Sandra R. Edmiston
Notary Public in and for the State of Texas