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Tarrant County

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**FIRST AMENDMENT TO THE COMMUNITY CHARTER
FOR
VIRIDIAN RESIDENTIAL PROPERTIES**

STATE OF TEXAS

NOTE TO CLERK: Please cross-reference to
Community Charter at Instrument No. D212104762

COUNTY OF TARRANT

This First Amendment to the Community Charter for Viridian Residential Properties ("Amendment") is made by HCLOBF ARLINGTON, LLC, a Texas limited liability company (the "Founder").

Background Statement

The Founder is the developer of the planned community located in the City of Arlington, Tarrant County, Texas, known as Viridian. The Founder executed and filed that Community Charter for Viridian Residential Properties, recorded on May 2, 2012 as Instrument No. D212104762 in the County Clerk Official Records of Tarrant County, Texas (as it may be amended and supplemented, the "Charter").

Pursuant to Section 21.2 of the Charter, the Founder reserved the right to amend the Charter unilaterally during the Founder Control Period. The Founder Control Period has not expired and the Founder desires to amend the Charter as set forth herein.

Amendment

NOW, THEREFORE, the Founder hereby amends the Charter as follows:

1.

Section 15.6 shall be amended by changing the title to "Interruptions in Technology Systems and Services" and by deleting the second paragraph of that section.

Upon recording, please return to:

Howard E. Porteus, Jr.

HC LOBF Arlington, LLC

835 E. Lamar Boulevard, #235

Arlington, TX 76011

2.

Exhibit "E" to the Charter is amended by deleting Paragraph 1.B. of Part 1 and substituting the following in its place:

B. Pruning and trimming of shrubs to maintain a healthy, attractive appearance.

3.

The Charter is further amended by deleting the Certificate of Formation of Viridian Residential Association, Inc. attached as Exhibit "D" to the Charter and substituting in its place the Restated Certificate of Formation of Viridian Residential Association, Inc. attached as Exhibit "D" to this Amendment.

IN WITNESS OF the foregoing, the Founder has executed this Amendment on the ____ day of _____, 2014.

FOUNDER: HC LOBF ARLINGTON, LLC, a Texas limited liability company

BY: CIP HC Dev Viridian, Inc., a Texas corporation, its Managing Member

By: [Signature]
Name: Alfred A. Linley
Its: Vice President

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me on this 13 day of January, 2014, by Alfred A. Linley, Vice President of CIP HC Dev Viridian, Inc., a Texas corporation, in its capacity as managing member of HC LOBF ARLINGTON, LLC, a Texas limited liability company, on behalf of _____ company, for the purposes therein expressed.



[Signature]
Notary Public, State of Texas

My commission expires: 7-31-2016

EXHIBITS "A" THROUGH "C"

[Attached as placeholder only. No change in Exhibits A, B or C of Charter.]

EXHIBIT "D"

Restated Certificate of Formation of Viridian Residential Association, Inc.

[see attached]

Form 415
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: See instructions



This space reserved for
office use.

Restated Certificate of Formation
Without Further Amendments

Entity Information

The name of the filing entity is:

VIRIDIAN RESIDENTIAL ASSOCIATION, INC.

State the name of the entity as currently shown in the records of the secretary of state.

The filing entity is a: (Select the appropriate entity type below.)

- | | |
|---|---|
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Professional Corporation |
| <input checked="" type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Partnership |

The file number issued to the filing entity by the secretary of state is: 801584241

The date of formation of the filing entity is: April 18, 2012

Required Statements

This restated certificate of formation does not make any new amendments to the certificate of formation being restated. The restated certificate of formation, which is attached to this form, accurately states the text of the certificate of formation being restated, as amended, restated, and corrected, except for the information permitted to be omitted by the provisions of the Texas Business Organizations Code applicable to the filing entity. The restated certificate of formation has been approved in the manner required by the Code and by the governing documents of the entity

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is _____

C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent in the restated certificate of formation 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.

Date: June 19, 2012

By: Viridian Residential Association, Inc.



Signature of authorized person

Elvio Bruni

Printed or typed name of authorized person (see instructions)

Vice President

Attach the text of the restated certificate of formation to the completed statement form. Identify the attachment as "Restated Certificate of Formation of [Name of Entity]."

**RESTATED CERTIFICATE OF FORMATION
OF
VIRIDIAN RESIDENTIAL ASSOCIATION, INC.**

The Board of Directors of Viridian Residential Association, Inc., has approved and adopted this Restated Certificate of Formation pursuant to Texas Business Organizations Code Sections 22.109 and 3.059.

Article 1. Name. The name of the corporation is Viridian Residential Association, Inc. (the "**Residential Association**").

Article 2. Principal Office. The initial principal office of the Residential Association is located at 8200 Douglas Ave, Suite 300, Dallas, Texas 75225.

Article 3. Duration. The Residential Association shall have perpetual duration.

Article 4. Applicable Statute. The corporation is organized pursuant to the provisions of the Texas Nonprofit Corporation Law, as set forth in Chapters 20 and 22, and the provisions of Title 1 applicable to nonprofit corporations, of the Texas Business Organizations Code, as it may be amended (the "**Act**").

Article 5. Defined Terms. Capitalized terms used in this Restated Certificate of Formation and not otherwise defined in this Restated Certificate shall have the meanings set forth in the Community Charter for Viridian Residential Properties, recorded or to be recorded by HC LOBF Arlington, LLC, a Texas limited liability company (the "**Founder**"), in the Office of the County Clerk of Tarrant County, Texas, as it may be amended (the "**Charter**").

Article 6. Purposes and Powers. The Residential Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a) By way of explanation and not limitation, the purposes for which the Residential Association is formed are:

(i) to be and constitute the Residential Association to which reference is made in the Charter, to perform all obligations and duties of the Residential Association, and to exercise all rights and powers of the Residential Association, as specified therein, in the By-Laws of the Residential Association ("**By-Laws**") and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of that real property that is subject to the terms of the Charter (the "**Residential Community**").

(b) In furtherance of its purposes, the Residential Association shall have the following powers, which, unless indicated otherwise by the Charter or By-Laws, may be exercised by its board of directors:

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Texas in effect from time to time;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in this Certificate of Formation, the By-Laws, or the Charter, including, without limitation, the following:

(1) to fix and to collect assessments and other charges to be levied pursuant to the Charter;

(2) to manage, control, operate, maintain, repair, and improve property subject to the Charter or any other property as to which the Residential Association has a right or duty to provide such services pursuant to the Charter, By-Laws, or any covenant, easement, contract, or other legal instrument;

(3) to enforce covenants, conditions, or restrictions affecting any property to the extent the Residential Association may be authorized to do so under the Charter, By-Laws, or other recorded covenant;

(4) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Charter;

(5) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Residential Association;

(6) to borrow money for any purpose;

(7) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Residential Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(8) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests of such corporations, firms, or individuals;

(9) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Residential Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Charter; and

(10) to provide any and all services to the Residential Community as the Board of Directors may determine to be necessary or desirable to supplement the services provided by local government.

(c) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 6 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 6. None of the objects or purposes set out above shall be construed to authorize the Residential Association to do any act in violation of the Act, and all such objects or purposes are subject to the Act.

Article 7. Membership. The Residential Association shall be a membership corporation without certificates or shares of stock. The Founder, for such period as is specified in the Charter, and each Person who is the Owner of a Unit within the Residential Community, shall be a member of the Residential Association and shall be entitled to such voting rights and membership privileges as are set forth in the Charter and the By-Laws.

Article 8. Board of Directors. The business and affairs of the Residential Association shall be conducted, managed, and controlled by a Board of Directors. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

The Board of Directors shall consist of not less than three nor more than seven directors, as determined in accordance with the By-Laws. The initial Board of Directors shall consist of three directors. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until their resignation or removal, are as follows:

Robert Kembel	8200 Douglas Ave, Suite 300, Dallas, Texas 75225	USA
Elvio Bruni	8200 Douglas Ave, Suite 300, Dallas, Texas 75225	USA
Sue Blankenship	8200 Douglas Ave, Suite 300, Dallas, Texas 75225	USA

The number, the method of selection, removal, and filling of vacancies on the Board of Directors, and the term of office of members of the Board of Directors, shall be as set forth in the By-Laws.

Article 9. Indemnification of Directors. The Residential Association shall indemnify its officers, directors and committee members as and to the extent required by the By-Laws. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Residential Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 10. Action by Less Than Unanimous Consent. The Residential Association and the Board of Directors shall be authorized to take action without holding a meeting or providing notice by less than unanimous consent of the Voting Delegates or directors, as applicable, in accordance with the provisions of the By-Laws, except where a meeting is required by Texas law.

Article 11. Dissolution. The Residential Association may be dissolved only upon a resolution duly adopted by its Board of Directors and approved by the affirmative vote of Voting Delegates representing not less than two-thirds (2/3) of the Units subject to the Charter. In addition, so long as the Founder owns any property subject to the Charter or which the Founder may unilaterally make subject to the Charter pursuant to the provisions of the Charter, the written consent of the Founder shall be required. The Residential Association is authorized, upon its winding up, to distribute its assets in a manner other than as provided by Section 22.304 of the Texas Business Organizations Code, in accordance with a plan of distribution adopted pursuant to Chapter 22 of the Texas Business Organizations Code, which plan may, but shall not be required to, provide for distribution of the remaining property of the Residential Association for tax-exempt purposes to an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or described by Section 170(c)(1) or (2) of the Internal Revenue Code.

Article 12. Merger and Consolidation. The Residential Association may merge or consolidate only upon a resolution duly adopted by its Board of Directors and the affirmative vote of Voting Delegates representing not less than two-thirds (2/3) of the Units subject to the Charter. In addition, so long as the Founder owns any property subject to the Charter or which it may unilaterally make subject to the Charter, the written consent of the Founder shall be required.

Article 13. Amendments. This Certificate of Formation may be amended only upon a resolution duly adopted by the Board of Directors and approved by the affirmative vote of Voting Delegates representing at least two-thirds (2/3) of the total eligible votes of the membership; provided, the Voting Delegates shall not be entitled to vote on any amendment to this Certificate of Formation adopted for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual Units, which amendments may be adopted by the Board of Directors. In addition, so long as the Founder owns any property subject to the Charter or which it may unilaterally make subject to the Charter, the consent of the Founder shall be required for any amendment.

Article 14. Registered Agent and Office. The business address of the current registered agent and registered office of the Residential Association is 2301 W. Plano Parkway, Suite 100, Plano, Texas 75075. The initial registered agent at such address is an organization by the name of Capital Consultants Management Corp.

Article 15. Effective Date. This Certificate of Formation shall become effective when filed by the Secretary of State for the State of Texas.

Article 16. Organizer. The name and address of the organizer are as follows:

Jo Anne P. Stubblefield
Hyatt & Stubblefield, P.C.
225 Peachtree Street, N.E., Suite 1200
Atlanta, Georgia 30303

IN WITNESS WHEREOF, the undersigned affirms that the person designated as registered agent herein 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 to execute this filing instrument.

Date: June 19, 2012

VIRIDIAN RESIDENTIAL ASSOCIATION, INC.

By: 
Elvio Bruni, Vice President