

EXHIBIT "D"
TO
DECLARATION OF GATEWAY VILLAS, A CONDOMINIUM

ARTICLES OF INCORPORATION

OF

GATEWAY VILLAS, A CONDOMINIUM HOMEOWNERS
ASSOCIATION, INC., A Texas Nonprofit Corporation

I, the undersigned natural person over the age of eighteen years, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE 1
CONDOMINIUM ASSOCIATION

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 GATEWAY VILLAS, A CONDOMINIUM" recorded or to be recorded the Official Records of Brazos County, Texas, as amended from time to time (the "**declaration**"), with respect to certain real property located in the City of College Station, Brazos County, Texas, and described in the declaration.

ARTICLE 2
NAME

The name of the Association is GATEWAY VILLAS, A CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.

ARTICLE 3
NONPROFIT

The Association is a nonprofit corporation, organized pursuant to the Texas Non-Profit Corporation Act.

ARTICLE 4
DURATION

The duration of the Association shall be perpetual.

ARTICLE 5
PURPOSES

The general purposes for which the Association is formed are to exercise the rights and powers and to perform the duties and obligations of the Association, in accordance with the declaration, the bylaws of the Association, and State law, including the Uniform Condominium Act, as each may be amended from time to time.

ARTICLE 6
POWERS

In furtherance of its purposes, the Association shall have the following powers which, unless indicated otherwise by these articles, the declaration, the bylaws, or State law, may be exercised by the board of directors:

1. All rights and powers conferred upon nonprofit corporations by State law in effect from time to time;
2. All rights and powers conferred upon condominium associations by State law, including the Uniform Condominium Act, in effect from time to time; and
3. All powers necessary, appropriate, or advisable to perform any purpose or duty of the Association as set out in these articles, the bylaws, the declaration, or State law.

ARTICLE 7
MEMBERSHIP

The Association shall be a non-stock membership corporation. The declaration and bylaws shall determine the number and qualifications of members of the Association; the classes of membership, if any; the voting rights and other privileges of

membership; and the obligations and liabilities of members. Cumulative voting is not allowed.

ARTICLE 8
MANAGEMENT BY BOARD

The management and affairs of the Association shall be vested in the board of directors, except for those matters expressly reserved to others in the declaration and bylaws. The bylaws shall determine the number and qualification of directors; the term of office of directors; the methods of electing, removing, and replacing directors; and the methods of holding a board meeting and obtaining consents.

ARTICLE 9
LIMITATIONS ON LIABILITY

a. Except as provided in Paragraph b below, an officer or director of the Association is not liable to the Association or its members for monetary damages for acts or omissions that occur in the person's capacity as an officer or director, except to the extent a person is found liable for (i) a breach of the officer or director's duty of loyalty to the Association or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the officer or director to the Association; (iii) an act or omission that involves intentional misconduct or a knowing violation of the law; (iv) a transaction from which the officer or director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office; or (v) an act or omission for which the liability of an officer or director is expressly provided by an applicable statute. The liability of officers and directors of the Association may also be limited by the Charitable Immunity and Liability Act of 1987, Chapter 84, Texas Civil Practice and Remedies Code, as amended.

b. The limitation on the liability of an officer or director does not eliminate or modify that person's liability as a member of the Association. It is intended that the liability of any member arising out of any contract made by the Association, or out of the indemnification of officers or directors, or for damages as a result of injuries arising in connection with the common elements, or for liabilities incurred by the Association, shall be limited to the same proportion in which he is liable for common expenses as a member of the Association.

ARTICLE 10
INDEMNIFICATION

Subject to the limitations and requirements of Art. 1396-2.22A of the Nonprofit Corporation Act, the Association shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was an officer or director of the Association. Additionally, the Association may indemnify a person who is or was an employee, trustee, agent, or attorney of the Association, against any liability asserted against him and incurred by him in such a capacity and arising out of his status as such a person. [TNPCA 1396-2.22 A.G., which is very complicated]

ARTICLE 11
AMENDMENT OF ARTICLES

These articles may be amended in accordance with the Nonprofit Corporation Act, subject to the following:

1. An amendment shall not conflict with the declaration or the Uniform Condominium Act.
2. An amendment shall not impair or dilute a right granted to a person by the declaration, without that person's written consent.
3. Without member approval, the board of directors may adopt amendments permitted by Art. 1396-4.02.A(4) of the Nonprofit Corporation Act.

ARTICLE 12
AMENDMENT OF BYLAWS

The bylaws of the Association shall be amended or repealed according to the amendment provision of the bylaws, which may reserve those powers to the members, exclusively.

ARTICLE 13
DISSOLUTION

The Association may be dissolved only as provided in the declaration, bylaws, and by State law. On dissolution, the assets of the Association shall be distributed in accordance with the declaration provision for distribution upon termination. If the declaration has no such provision, then in accordance with the termination provision of the Uniform Condominium Act. [TNPCA 1396-6.02.A.(3)]

ARTICLE 14
ACTION WITHOUT MEETING

Pursuant to Article 1396-9.10.C. of the Nonprofit Corporation Act, any action required by the Nonprofit Corporation Act to be taken at a meeting of the members or directors, 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. [TNPCA 1396-9.10.C.]

ARTICLE 15
INITIAL BOARD OF DIRECTORS

The initial board shall consist of three directors who shall serve as directors until their successors shall have been elected and qualified, as provided in the bylaws. The name and address of each initial director is as follows:

Name	Address
David W. Scarmardo	1289 N. Harvey Mitchell Parkway Bryan, Texas 77803
Mark Scarmardo	1289 N. Harvey Mitchell Parkway Bryan, Texas 77803
Tommy Dallis	1289 N. Harvey Mitchell Parkway Bryan, Texas 77803

ARTICLE 16
INITIAL REGISTERED AGENT

The name of the Association's initial registered agent is David W. Scarmardo. The address of its initial registered office is 1289 N. Harvey Mitchell Parkway, Bryan, Texas 77803.

ARTICLE 17
INCORPORATOR

The name and address of the incorporator are as follows:

David W. Scarmardo
1289 N. Harvey Mitchell Parkway
Bryan, Texas 77803

I execute these Articles of Incorporation on this ____ day of _____,
2004.

DAVID W. SCARMARDO