

**WINDSOR PARK COMMUNITY GARDEN ASSOCIATION
ARTICLES OF ASSOCIATION
ADOPTED JULY 19, 2005**

The undersigned, acting as organizers, do hereby adopt the following Articles of Association for the Windsor Park Community Garden Association (the "Association"). The Association shall operate under the rules promulgated by the Texas Uniform Unincorporated Nonprofit Association Act (Art. 1396-70.01, Texas Civil Statutes) (hereafter referred to as the "Act").

ARTICLE I ASSOCIATION NAME

The name of the association is Windsor Park Community Garden Association (hereafter referred to as the "Association").

ARTICLE II NONPROFIT ASSOCIATION

The Association is an unincorporated nonprofit association.

ARTICLE III DURATION

The period of its duration is perpetual.

ARTICLE IV REGISTERED AGENT

The street address of the initial registered office of the Association is 1404 Ridgheaven Drive, Austin, Texas 78723, and the name of its initial registered agent at such address is James J. Lewis.

ARTICLE V PURPOSE

Subject to the provisions of the Act, the Association is organized to establish and operate a community garden or gardens within the boundaries of the Windsor Park Neighborhood in the City of Austin, Travis County, Texas.

ARTICLE VI MANAGING BODY OF ASSOCIATION

The direction and management of the affairs of the Association and the control and disposition of its properties and funds shall be vested in a Steering Committee. The Membership shall elect a Steering Committee that shall have authority to operate the Association on behalf of and in the interest of the Membership and in accordance with the Bylaws and these Articles. Until changed by the Bylaws, the original number of Steering Committee members shall be nine (9). The Steering Committee members shall continue to serve until their successors are selected in the manner provided in the Bylaws of the Association. The names and residences of the persons who shall serve as the initial Steering Committee of the Association until their successors are duly elected and qualified are as follows:

James Lewis	XXXXXXXXXXXXXXXX, Austin, Texas 78723
Mohan Rao	XXXXXXXXXXXXXXXX, Austin, Texas 78723
Elizabeth Kubala	XXXXXXXXXXXXXXXX, Austin, Texas 78723
Tom Sullivan	XXXXXXXXXXXXXXXX, Austin, Texas 78723
Linda Sullivan	XXXXXXXXXXXXXXXX, Austin, Texas 78723
Selwyn Polit	XXXXXXXXXXXXXXXX, Austin, Texas 78723
Lorri Haden	XXXXXXXXXXXXXXXX, Austin, Texas 78723
Ruth Marie	XXXXXXXXXXXXXXXX, Austin, Texas 78723
Jimmy Williams	XXXXXXXXXXXXXXXX, Austin, Texas 78723

ARTICLE VII MEMBERSHIP

The Association shall have members. The membership of the Association shall be determined as provided in the Bylaws, and such Bylaws shall define the voting rights, powers, and privileges of the members.

ARTICLE VIII BYLAWS

The initial Bylaws of the Association shall be adopted by the Steering Committee, and the power to amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Steering Committee.

ARTICLE IX LIMITATION ON LIABILITY OF MANAGING BODY

No Steering Committee member shall be liable to the Association or its members for monetary damages for an act or omission in the Steering Committee member's capacity as a member of the Steering Committee, except that this Article does not eliminate or limit the liability of a Steering Committee member to the extent that the member is found liable for:

1. a breach of the Steering Committee member's duty of loyalty to the Association or its members;
2. an act or omission not in good faith that constitutes a breach of duty of the Steering Committee member to the Association or its members or an act or omission that involves intentional misconduct or a knowing violation of the law;
3. a transaction from which the Steering Committee member received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Steering Committee member's office; or
4. an act or omission for which the liability of the Steering Committee member is expressly provided by an applicable statute.

Any repeal or modification of this Article by the members of the Association shall be prospective only and shall not adversely affect any limitation on the liability of a member of the Steering Committee of the Association existing at the time of such repeal or modification.

ARTICLE X AMENDMENTS TO ARTICLES OF ASSOCIATION

These Articles of Association may be amended by a two-thirds (2/3) vote of the Membership present at a duly called meeting of the Association at which a quorum is present and the notice for which has been provided at least fourteen (14) days prior to the meeting accompanied by the text of the proposed amendment or amendments.

ARTICLE XI DISSOLUTION

Only the Membership may dissolve the Association. This Association may be dissolved by a three-fourths (3/4) vote of the Membership present at a duly called meeting of the Association at which a quorum is present and the notice for which has been provided at least fourteen (14) days prior to the meeting accompanied by the text of the resolution to dissolve.

ARTICLE XII POWERS

The Association has all powers provided in the Act. Moreover, the Association and its Steering Committee have all implied powers necessary and proper to carry out its express powers.

ARTICLE XIII CONSTRUCTION

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE XIV ORGANIZATION

The names and street addresses of the organizers are:

- James Lewis XXXXXXXXXXXXXXXX, Austin, Texas 78723
- Mohan Rao XXXXXXXXXXXXXXXX, Austin, Texas 78723
- Elizabeth Kubala XXXXXXXXXXXXXXXX, Austin, Texas 78723
- Tom Sullivan XXXXXXXXXXXXXXXX, Austin, Texas 78723
- Linda Sullivan XXXXXXXXXXXXXXXX, Austin, Texas 78723
- Selwyn Polit XXXXXXXXXXXXXXXX, Austin, Texas 78723
- Lorri Haden XXXXXXXXXXXXXXXX, Austin, Texas 78723
- Ruth Marie XXXXXXXXXXXXXXXX, Austin, Texas 78723
- Jimmy Williams XXXXXXXXXXXXXXXX, Austin, Texas 78723

EXECUTED BY THE UNDERSIGNED ORGANIZERS on this 19th day of July, 2005.

James Lewis

Mohan Rao

Elizabeth Kubala

Tom Sullivan

Linda Sullivan

Selwyn Polit

Lorri Haden

Ruth Marie

Jimmy Williams