

**EXHIBIT "D"**  
**TO THE**  
**DECLARATION**  
**OF**  
**FIRST AMENDED AND RESTATED**  
**DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**  
**FOR**  
**WOODBIDGE**

**ARTICLES OF INCORPORATION**  
**OF**  
**WOODBIDGE ASSOCIATION, INC.**

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# The State of Texas

SECRETARY OF STATE

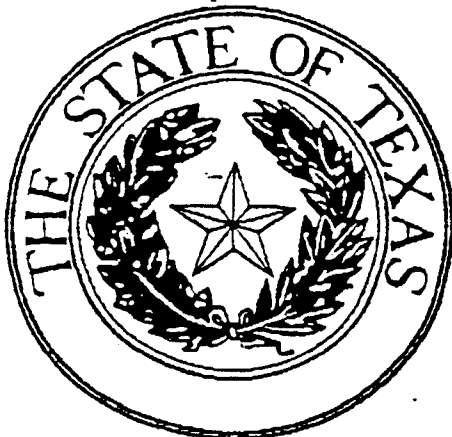
CERTIFICATE OF INCORPORATION  
OF  
WOODBIDGE ASSOCIATION, INC.  
CHARTER NUMBER 1487486-01

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: April 24, 1998  
Effective: April 24, 1998



Alberto R. Gonzales  
Secretary of State

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<p>FILED          In the Office of the          Secretary of State of Texas            APR 24 1998            Corporations Section</p>
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ARTICLES OF INCORPORATION  
 OF  
 WOODBRIDGE ASSOCIATION, INC.

The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator of a corporation (the "Corporation") under the Texas Non-Profit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE  
NAME

The name of the Corporation is Woodbridge Association, Inc.

ARTICLE TWO  
STATUS

The Corporation is a non-profit corporation.

ARTICLE THREE  
DURATION

The period of its duration is perpetual.

ARTICLE FOUR  
PURPOSE

The purpose or purposes for which the Corporation is organized are:

To promote the health, safety, and welfare of the owners of real property and to preserve the beautification of such property, and insofar as permitted by law, do anything that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of owners or residents of the property involved.

ARTICLE FIVE  
POWERS

The foregoing statement of corporate purpose shall be construed as a statement of both purpose and powers and not as restricting or limiting, in any way, the general powers of the Corporation as granted by the Act, as amended.

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ARTICLE SIX  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 9696 Skillman Street, Suite 210, Dallas, Texas 75243, and the name of its initial registered agent at such address is Donald P. Herzog.

ARTICLE SEVEN  
INITIAL DIRECTORS

The number of directors constituting the Initial Board of Directors is three, and the name and address of each person who is to serve as a director are as follow:

Donald P. Herzog  
9696 Skillman Street, Suite 210  
Dallas, Texas 75243

Daryl F. Herzog  
9696 Skillman Street, Suite 210  
Dallas, Texas 75243

Douglas C. Herzog  
9696 Skillman Street, Suite 210  
Dallas, Texas 75243

ARTICLE EIGHT  
LIMITATION OF DIRECTORS' LIABILITY

A director is not liable to the Corporation, to any member thereof, or any other person for any action taken or not taken as a director if the director acted in good faith with ordinary care, and in a manner the director reasonably believed to be in the best interest of the Corporation.

A director of the Corporation shall not be liable to the Corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this article shall not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for:

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

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**ARTICLE NINE  
INDEMNIFICATION**

The Corporation shall have the authority to and shall indemnify and advance expenses to the directors, officers, employees, and agents of the Corporation or any other persons serving at the request of the Corporation in such capacities in a manner and to the maximum extent permitted by applicable state or federal law. The Corporation may purchase and maintain liability insurance or make other arrangements for such obligations to the extent permitted by the Act and other applicable state laws.

**ARTICLE TEN  
ACTION WITHOUT A MEETING**

Any action required by the Act to be taken at a meeting of the members or directors of the Corporation, or any action that may be taken at a meeting of the members or directors or of any committee of the Corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be 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.

**ARTICLE ELEVEN  
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event that the Corporation is dissolved or otherwise discontinued, the assets of the Corporation shall be applied first to pay all liabilities and obligations of the Corporation, and any remaining assets shall be transferred to and become the property of an organization that is qualified as exempt under Section 528 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder, as they now exist or as they may hereafter be amended (the "Code")

**ARTICLE TWELVE  
INCORPORATOR**

The name and address of the incorporator are William S. Dahlstrom, 8333 Douglas Avenue, Suite 900, Dallas, Texas 75225.

IN WITNESS WHEREOF, I have hereunto set my hand this the 23rd day of April, 1998.

*William S. Dahlstrom* Incorporator

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1 Mon 4/16/98

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