

ARTICLES OF ORGANIZATION  
OF  
BARTON HOMESTEAD PLACE, L.L.C.  
A LIMITED LIABILITY COMPANY

in the Office of the  
Secretary of State of Texas

JAN 08 2003

Corporations Section

I, the undersigned, am a natural person eighteen years of age or older. I am acting in the capacity of organizer of a limited liability company pursuant to the Texas Limited Liability Company Act. I hereby adopt the following Articles of Organization for a limited liability company.

ARTICLE I  
NAME

- 1.01 The name of the Limited Liability Company is BARTON HOMESTEAD PLACE, L.L.C.

ARTICLE II  
DURATION

- 2.01 The period of the company's duration is perpetual.

ARTICLE III  
PURPOSES

3.01 The Limited Liability Company shall have the powers provided for a corporation under the Texas Business Corporation Act and a limited partnership under the Texas Revised Limited Partnership Act.

3.02 The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of Texas, including, but not limited to, the following:

- a. To carry on any business or any other legal or lawful activity allowed by law;
- b. To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest therein;
- c. To manufacture, buy, sell, and generally deal in goods, wares and merchandise of every class and description;
- d. To buy, rent, sell, manufacture, produce, assemble, distribute, repair, and service any and all products or services in which the company desires to engage;
- e. To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed; and
- f. To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

00004742526  
**TEXAS FRANCHISE TAX PUBLIC INFORMATION REPORT**

Filing Number: 800161127



05-102  
 (Rev. 1-08/28)  
 Tcode 13196

(To be filed by Corporations and Limited Liability Companies (LLCS))  
 This report **MUST** be filed to satisfy franchise tax requirements

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■ Taxpayer number **1 4 2 1 5 7 2 9 6 3 4** ■ Report year **2 0 0 9**

*You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at: (512) 463-4600, or (800) 252-1381, toll free nationwide.*

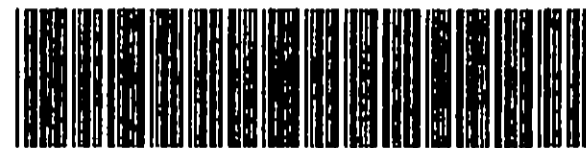
Taxpayer name **Barton Publications, Inc.**  
 Mailing address **P.O. Box 2530**  
 City **Kyle** State **TX** ZIP Code **78640** Plus 4  
 Secretary of State file number or Comptroller file number

● Blacken circle if there are currently no changes or additions to the information displayed in Section A of this report. Then complete Sections B and C.

Entity's principal office **P.O. Box 2530**  
 Principal place of business **Kyle, TX 78640**

*Please sign below!*

Officer, director and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.



1421572963409

**SECTION A** Name, title and mailing address of each officer, director or member.

Name	Title	Director	Term expiration	State	ZIP code
<b>Cyndy Slovak-Barton</b>	<b>Manager</b>	<input checked="" type="radio"/> YES	<b>0 1 0 1 1 0</b>	<b>TX</b>	<b>78610</b>
Mailing address <b>201 Marletta's Way</b>	City <b>Buda, TX 78610</b>				
<b>Bob Barton</b>	<b>Co-Manager</b>	<input checked="" type="radio"/> YES	<b>0 1 0 1 1 0</b>	<b>TX</b>	<b>78640</b>
Mailing address <b>1717 N. Burleson</b>	City <b>Kyle</b>				
<b>Jefferson W. Barton</b>	<b>Direcot</b>	<input checked="" type="radio"/> YES	<b>0 1 0 1 1 0</b>	<b>TX</b>	<b>78610</b>
Mailing address <b>201 Marletta's Way</b>	City <b>BUDA</b>				
Mailing address	City	<input type="radio"/> YES			

**SECTION B** Enter the information required for each corporation or LLC, if any, in which this reporting entity owns an interest of ten percent (10%) or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of Ownership

**SECTION C** Enter the information required for each corporation or LLC, if any, that owns an interest of ten percent (10%) or more in this reporting entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of Ownership

Registered agent and registered office currently on file. (See instructions if you need to make changes)  
 Agent:  Blacken circle if you need forms to change the registered agent or registered office information.  
 Office: City State ZIP Code

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

Sign here: *(Signature)* Title **Manager** Date **10/24/09** Area code and phone number **(512) 268-7862**



VE/DE  PIR IND

TEXAS FRANCHISE TAX PUBLIC INFORMATION REPORT

FILED 7/17/08



05-102 (Rev. 1-08/28) Tcode 13196

(To be filed by Corporations and Limited Liability Companies (LLCS)) This report MUST be filed to satisfy franchise tax requirements

Taxpayer number 1422052296342008 Report year

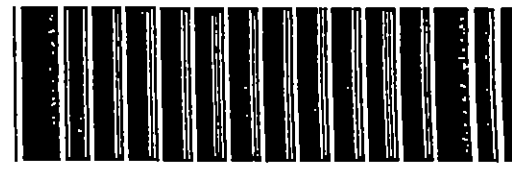
You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at: (512) 463-4600, or (800) 252-1381, toll free nationwide.

Taxpayer name: BARTON HOMESTEAD PLACE LLC
Mailing address: BOX 2530
City: KYLE, TX State: TX ZIP Code: 78640 Plus 4

Secretary of State file number or Comptroller file number

Blacken circle if there are currently no changes or additions to the information displayed in Section A of this report. Then complete Sections B and C.

Entity's principal office: BOX 2530
Principal place of business: KYLE, TX



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Please sign below! Officer, director and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.

2347

SECTION A Name, title and mailing address of each officer, director or member.

Table with columns for Name, Title, City, Director (YES/NO), Term expiration (m, m, d, d, y, y), State, and ZIP code. Includes entries for CINDY SLOVAK-BARTON, BOB BARTON, and JEFFERSON BARTON.

SECTION B Enter the information required for each corporation or LLC, if any, in which this reporting entity owns an interest of ten percent (10%) or more.

Table with columns for Name of owned (subsidiary) corporation or limited liability company, State of formation, Texas SOS file number, and Percentage of Ownership.

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of ten percent (10%) or more in this reporting entity or limited liability company.

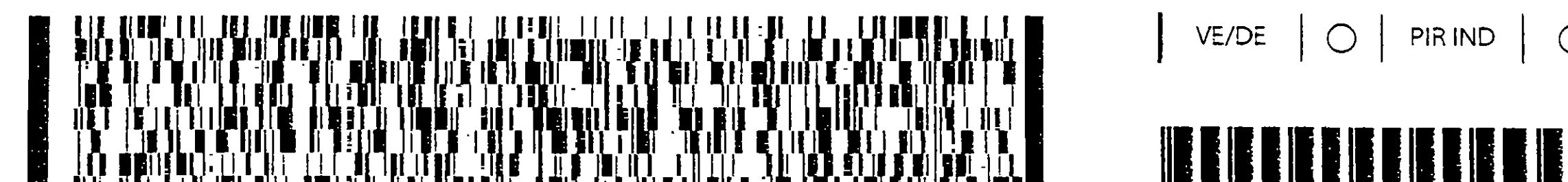
Table with columns for Name of owned (parent) corporation or limited liability company, State of formation, Texas SOS file number, and Percentage of Ownership.

Registered agent and registered office currently on file. (See instructions if you need to make changes)
Agent: JEFFERSON BARTON
Office: 3480 JACK HAYS TRAIL City: BOVA State: TX ZIP Code: 78610

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

Sign here: [Signature] Title: Director Date: 7/17/08 Area code and phone number: 512 268-7862





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(12-05/25)

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b. ■

*MIS PLACED*

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a. T Code ■ 13196

This report **MUST** be filed to satisfy franchise tax requirements

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# TEXAS FRANCHISE TAX PUBLIC INFORMATION REPORT

c. Taxpayer identification number 1-42-1572963-4	d. Report year 2006
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Corporation name and address

**BARTON HOMESTEAD PLACE L L C**  
PO BOX 339  
BUDA TX 78610-0339

e. PIR / IND 1 4	Secretary of State file number or, if none, Comptroller unchartered number g. ■ 0800161127
Item k on Franchise Tax Report, Form 05-142	

Please mark through any incorrect information, and type or print the correct information.

The following information **MUST** be provided for the Secretary of State (SOS) by each corporation or limited liability company that files a Texas Corporation Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

Blacken this circle completely if there are currently **no** changes to the information preprinted in Section A of this report. Then, complete Sections B and C.



**Please sign below!**

Officer and director information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers and directors change throughout the year.

Corporation's principal office  
**1717 N BURLESON, KYLE, TX 78040**

Principal place of business  
**NONE AT PRESENT**

### SECTION A. Name, title, and mailing address of each officer and director.

NAME	TITLE	DIRECTOR	Term expiration (mm-dd-yyyy)
ROBERT C BARTON	MANAGER	<input type="checkbox"/> YES	
MAILING ADDRESS: 1717 N. BURLESON KYLE, TX 78640			
JEFFERSON WORD BARTON	MANAGER	<input type="checkbox"/> YES	
MAILING ADDRESS: 3480 JACK C. HAYS TRAIL BUDA, TX 78610			
CYNDY SLOVAK BARTON	MANAGER	<input type="checkbox"/> YES	
MAILING ADDRESS: 3480 JACK C. HAYS TRAIL BUDA, TX 78610			
		<input type="checkbox"/> YES	
		<input type="checkbox"/> YES	

### SECTION B. List each corporation or limited liability company, if any, in which this reporting corporation or limited liability company owns an interest of ten percent (10%) or more. Enter the information requested for each corporation or limited liability company.

Name of owned (subsidiary) corporation or limited liability company	State of inc./organization	Texas SOS file number	Percentage Interest
<i>NONE</i>			
<i>NONE</i>			

### SECTION C. List each corporation or limited liability company, if any, that owns an interest of ten percent (10%) or more in this reporting corporation or limited liability company. Enter the information requested for each corporation or limited liability company.

Name of owning (parent) corporation or limited liability company	State of inc./organization	Texas SOS file number	Percentage Interest

Registered agent and registered office currently on file. (See instructions if you need to make changes.)

Agent: **JEFFERSON WORD**  
Office: **3470 JACK C. HAYS TRAIL BUDA, TX 78610**

Blacken this circle if you need forms to change this information. Changes can also be made on-line at <http://www.sos.state.tx.us/corp/sosda/index.shtml>

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer or director and who is not currently employed by this, or a related, corporation or limited liability company.

sign here → <i>Robert C. Barton</i>	Officer, director, or other authorized person	Title <i>MANAGER</i>	Date <i>4/12/06</i>	Daytime phone (Area code and number) <i>512-262-1110</i>
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0484771



a. T Code ■ 13196


This report MUST be filed to satisfy franchise tax requirements

Do not write in the space above

TEXAS FRANCHISE TAX PUBLIC INFORMATION REPORT

c. Taxpayer identification number 1-42-1572963-4	d. Report year 2006
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Corporation name and address



BARTON HOMESTEAD PLACE L L C  
PO BOX 339  
BUDA TX 78610-0339

e. PIR / IND 1 4

Secretary of State file number or, if none, Comptroller unchartered number

Item k on Franchise Tax Report, Form 05-142 9. ■ 0800161127

Please mark through any incorrect information, and type or print the correct information.

The following information MUST be provided for the Secretary of State (SOS) by each corporation or limited liability company that files a Texas Corporation Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.



Blacken this circle completely if there are currently no changes to the information preprinted in Section A of this report. Then, complete Sections B and C.

Please sign below! Officer and director information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers and directors change throughout the year.

Corporation's principal office  
1717 N BURLERSON, KYLE, TX 78640

Principal place of business  
NONE AT PRESENT

SECTION A. Name, title, and mailing address of each officer and director.

NAME	TITLE	DIRECTOR	Term expiration (mm-dd-yyyy)
ROBERT C BARTON	MANAGER	<input checked="" type="checkbox"/> YES	12/31/06
MAILING ADDRESS: 1717 N. BURLERSON KYLE, TX 78640			
JEFFERSON WORD BARTON	MANAGER	<input checked="" type="checkbox"/> YES	12/31/06
MAILING ADDRESS: 3480 JACK C. HAYS TRAIL BUDA, TX 78610			
CYNDY SLOVAK BARTON	MANAGER	<input checked="" type="checkbox"/> YES	12/31/06
MAILING ADDRESS: 3480 JACK C. HAYS TRAIL BUDA, TX 78610			
		<input type="checkbox"/> YES	
		<input type="checkbox"/> YES	

SECTION B. List each corporation or limited liability company, if any, in which this reporting corporation or limited liability company owns an interest of ten percent (10%) or more. Enter the information requested for each corporation or limited liability company.

Name of owned (subsidiary) corporation or limited liability company	State of inc./organization	Texas SOS file number	Percentage Interest
NONE			
NONE			

SECTION C. List each corporation or limited liability company, if any, that owns an interest of ten percent (10%) or more in this reporting corporation or limited liability company. Enter the information requested for each corporation or limited liability company.

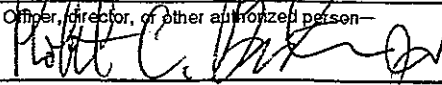
Name of owning (parent) corporation or limited liability company	State of inc./organization	Texas SOS file number	Percentage Interest

Registered agent and registered office currently on file. (See instructions if you need to make changes.)

Agent: JEFFERSON WORD  
Office: 3470 JACK C. HAYS TRAIL  
BUDA, TX 78610

Blacken this circle if you need forms to change this information. Changes can also be made on-line at <http://www.sos.state.tx.us/corp/sosda/index.shtml>

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer or director and who is not currently employed by this, or a related, corporation or limited liability company.

sign here	Officer, director, or other authorized person	Title	Date	Daytime phone (Area code and number)
		MANAGER	4/12/06	512-262-1110

0484771

a. T Code ■ 13196  
**TEXAS FRANCHISE TAX  
 PUBLIC INFORMATION REPORT**  
 MUST be filed to satisfy franchise tax requirements

Do not write in the shaded area

c. Taxpayer identification number ■ 1-42-1572963-4	d. Report year ■ 2004
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Corporation name and address  
 BARTON HOMESTEAD PLACE L L C  
 PO BOX 339  
 BUDA TX 78610-0339

e. PIR / IND ■ <input type="checkbox"/> 1, 2, 3, 4
Secretary of State file number or, if none, Comptroller unchartered number
g. ■
Item k on Franchise Tax Report form, Page 1 08001611-27 9

The following information MUST be provided for the Secretary of State (SOS) by each corporation or limited liability company that files a Texas Corporation Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.



If the preprinted information is not correct, please type or print the correct information.

*Please sign below!*

Blacken this circle completely if there are currently no changes to the information preprinted in Sections A, B, and C of this report.

Corporation's principal office
Principal place of business

**SECTION A. Name, title, and mailing address of each officer and director.**

NAME	TITLE	DIRECTOR	Social Security No. (Optional)
ROBERT C BARTON	MANAGER	<input type="checkbox"/> YES	
MAILING ADDRESS:			Term expiration(mm-dd-yyyy)
1717 N. BURLESON KYLE, TX 78640			
JEFFERSON WORD BARTON	MANAGER	<input type="checkbox"/> YES	
MAILING ADDRESS:			Term expiration(mm-dd-yyyy)
3480 JACK C. HAYS TRAIL BUDA, TX 78610			
CYNDY SLOVAK BARTON	MANAGER	<input type="checkbox"/> YES	
MAILING ADDRESS:			Term expiration(mm-dd-yyyy)
3480 JACK C. HAYS TRAIL BUDA, TX 78610			
		<input type="checkbox"/> YES	
MAILING ADDRESS:			Term expiration(mm-dd-yyyy)
		<input type="checkbox"/> YES	
MAILING ADDRESS:			Term expiration(mm-dd-yyyy)

**SECTION B. List each corporation or limited liability company, if any, in which this reporting corporation or limited liability company owns an interest of ten percent (10%) or more. Enter the information requested for each corporation or limited liability company.**

Name of owned (subsidiary) corporation	State of incorporation	Texas SOS file number	Percentage interest

**SECTION C. List each corporation or limited liability company, if any, that owns an interest of ten percent (10%) or more in this reporting corporation or limited liability company. Enter the information requested for each corporation or limited liability company.**

Name of owning (parent) corporation	State of incorporation	Texas SOS file number	Percentage interest

Registered agent and registered office currently on file. (See instructions if you need to make changes.)

Agent: JEFFERSON WORD  
 Office: 3470 JACK C. HAYS TRAIL  
 BUDA, TX 78610

Blacken this circle if you need forms to change this information.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief and that a copy of this report has been mailed to each person named in this report who is an officer or director and who is not currently employed by this corporation or limited liability company or a related corporation.

sign here	Officer, director, or other authorized person	Title Manager	Date 3/12/04	Daytime phone (Area code and number) 512-248-7822
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3.03 The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Texas.

3.04 The company may, in its Regulations, confer powers, not in conflict with law, on its Managers and Members in addition to the foregoing and in addition to the powers and authorities expressly conferred on them by statute.

**ARTICLE IV  
PRINCIPAL PLACE OF BUSINESS**

4.01 The address of the company's principal place of business in this state is: 3470 Jack C. Hays Trail, Buda, Texas 78610.

**ARTICLE V  
NAME AND ADDRESS OF INITIAL REGISTERED AGENT**

5.01 The company's initial Registered Agent is: Jefferson Word.

5.02 The address of the company's initial Registered Office is: 3470 Jack C. Hays Trail, Buda, Texas 78610.

**ARTICLE VI  
MANAGEMENT**

6.01 The company shall be managed by its Managers.

6.02 The names and addresses of the persons who are to serve as Managers until the first annual meeting of the company's Members or until successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Robert C. Barton	1717 N. Burleson Kyle, Texas 78640
Jefferson Word Barton	3480 Jack C. Hays Trail Buda, Texas 78610
Cyndy Slovak-Barton	3480 Jack C. Hays Trail Buda, Texas 78610

**ARTICLE VII  
ORGANIZER**

7.01 The name and address of the organizer is:

<u>Name</u>	<u>Address</u>
Jefferson Word Barton	3480 Jack C. Hays Trail Buda, Texas 78610

**ARTICLE VIII  
REGULATIONS**

8.01 The Regulations will be adopted by the Managers.

8.02 The powers to alter, amend, or repeal the Regulations or adopt new Regulations is vested in the managers, subject to repeal or change by action of the Members.

**ARTICLE IX  
MAJORITY VOTING**

9.01 With respect to any matter, other than the election of the Managers, for which the affirmative vote of the holders of a specified portion of the membership interest entitled to vote is required by the Texas Limited Liability Company Act, and notwithstanding that such Act may require a portion of the membership interest entitled to vote that exceeds that specified in this Article, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter, rather than the affirmative vote otherwise required by such Act.

**ARTICLE X  
AUTHORITY**

10.01 The authority to acquire, mortgage, or dispose of property of the company is limited to the Managers.

**ARTICLE XI  
INDEMNIFICATION**

11.01 The company shall indemnify every Manager, and the Managers' heirs, executors and administrators, against expenses actually and reasonably incurred by the Manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the Manager may be made a party by reason of having been a Manager of this limited liability company.

11.02 This indemnification is being given because the Manager will be requested by the company to act for and on behalf of the company and for the company's benefit.

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11.03 This indemnification shall not be exclusive of other rights to which the Manager may be entitled.

11.04 The Managers shall be entitled to the fullest indemnification allowed by the current law or as the law may be amended hereafter.

11.05 A Manager shall be liable to the company for the following actions:

- a. A breach of their duty of loyalty to the company, or to its Members;
- b. An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;
- c. A transaction in which the Manager benefits to the detriment of the company or its Members.
- d. An action for which the Manager is liable at law and for which an indemnification is not allowed.

## **ARTICLE XII COMPANY ACTIONS**

12.01 Any action required by the Texas Limited Liability Company Act, and any amendments thereto, shall be taken at any annual or special meeting of Members of the Limited Liability Company.

12.02 Or any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted.

12.03 Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Texas Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

12.04 Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

## **ARTICLE XIII RESTRICTIONS ON ITS TRANSFERABILITY**

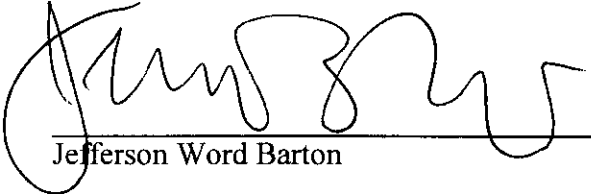
13.01 The membership interest of the Limited Liability Company will be subject to restrictions on its transferability as set out in the Regulations of the Limited Liability Company, which Regulations will be kept with the records of the Limited Liability Company.

13.02 The Limited Liability Company will provide a copy of the Regulations without charge to any record holder of a membership interest upon written request addressed to the Limited Liability Company at its principal business office or its registered agent's address.

**ARTICLE XIV  
CONTINUITY OF BUSINESS**

14.01 All of the remaining Members of the company may agree to continue the business upon the death, expulsion, withdrawal, bankruptcy or other dissolution of a Member.

IN WITNESS WHEREOF, I have hereunto set my hand this 8<sup>th</sup> day of January, 2002.

  
\_\_\_\_\_  
Jefferson Word Barton

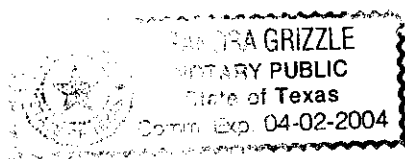
**ACKNOWLEDGMENT**


STATE OF TEXAS

§  
§  
§

COUNTY OF HAYS

This instrument was acknowledged before me on January 8, 2002, by Jefferson Word Barton.



  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF TEXAS  
Notary Stamp with Printed Name and  
Commission Expiration Date: 04-02-04

*stead*