

175,131
AUSTIN LAKE ESTATES RECREATION)
CLUB, INC., AND J. W. MOORE,)

Plaintiffs)

IN THE 126th

VS.)

JUDICIAL DISTRICT COURT

ROBERT S. GILLIAM, CHARLES C.)
PETTERSON, DILLARD L. VICKERS,)
EMMETT R. FRY, I. K. FARLEY, VIVIAN)
WORDEN, JOHN ROSE AND MARLENE)
ANGLIN,)

Defendants)

OF TRAVIS COUNTY, TEXAS

PLAINTIFFS' ORIGINAL PETITION FOR DECLARATORY
JUDGMENT, AND TO QUIET AND TRY TITLE TO CERTAIN
LANDS SITUATED IN TRAVIS COUNTY, TEXAS.

TO SAID HONORABLE COURT:

NOW COMES, AUSTIN LAKE ESTATES RECREATION CLUB, INC.,
by and through its President J. W. Moore, Plaintiff, complaining of ROBERT S.
GILLIAM, CHARLES C. PETTERSON, DILLARD L. VICKERS, EMMETT R. FRY,
I. K. FARLEY, VIVIAN WORDEN, JOHN ROSE AND MARLENE ANGLIN,
Defendants, all said defendants being sued individually and all but the said
ROBERT S. GILLIAM, VIVIAN WORDEN, JOHN ROSE, AND MARLENE ANGLIN,
being sued in their purported capacities as so-called trustees, and said Plain-
tiff files this its Original Petition for Declaratory Judgment and to Quiet and
Try Title to Certain Land Situate in Travis County, Texas, and in support of
said petition would respectfully show as follows, to-wit:

I.

The Plaintiff, Austin Lake Estates Recreation Club, Inc., is a duly and
legally chartered Texas Corporation, its principal place of business and its resi-
dence being located at Edgewater Drive, Lot #4, C-Bar, Route No. 8, Box 240,
Austin, Texas 78703, Travis County, Texas; J. W. Moore, a
resident of Travis County, Texas, is the duly elected and legally constituted
President of said Corporation and as such is empowered and authorized to act for
said corporation.

II.

The Defendants are all residents of Travis County, Texas, and can be
served with citation at their residences as follows:

- (1) Robert S. Gilliam, Rt. 8, Box 261, Aztec Street, Austin Lake Estates, Travis County, Texas;
- (2) Charles C. Petterson, in Austin Lake Estates at Oak Crest Drive, Austin, Travis County, Texas;
- (3) Dillard L. Vickers, 121 Lake Ridge, Austin, Travis County, Texas;
- (4) Emmett R. Fry, 116 Lake Ridge, Austin, Travis County, Texas;
- (5) Vivian Worden, Rt. 8, Box 221 H, Austin Lake Estates, Austin, Travis County, Texas;
- (6) John Rose, Rt. 8, Box 222, Austin Lake Estates, Austin, Travis County, Texas;
- (7) Marlene Anglin, Rt. 8, Box 227 F, Austin Lake Estates, Austin, Travis County, Texas; and
- (8) I. K. Farley, in Austin Lake Estates at Aztec Street, Austin, Travis County, Texas; or I. K. Farley can be served at 6571 Bayou Glen, #15, Houston, Harris County, Texas.

III.

On the 23rd day of June, 1969, the Plaintiff, Austin Lake Estates Recreation Club, Inc., was, and still is, the owner in fee simple absolute of the following described premises situated in the County of Travis, State of Texas:

The westernmost 303 feet of Lot 4, CeBar Ranch, Lake-view Acres a subdivision in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, together with all improvements thereon situated.

IV.

On the 23rd day of June, 1969, the premises described above in Paragraph III herein, were and still are under lease from Austin Lake Estates Recreation Club, Inc., to Mr. Bruce Parmeley, Lessee.

V.

That heretofore, on or about the 28th day of June, 1969, the Defendants, each and all of them caused to be recorded in the Deed Records of Travis County, Texas, in Volume 3700 at page 1542, the following: An instrument dated June 23, 1969, purporting to be a quit claim deed, executed by the defendant, Robert S. Gilliam, purporting to act for the plaintiff, Austin Lake Estates Recreation Club, Inc., and purporting to quitclaim all the right, title and interest of the said

Austin Lake Estates Recreation Club, Inc., in and to those certain described premises as described above in Paragraph III herein, from and out of said Austin Lake Estates Recreation Club, Inc., and over and to the defendants, Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, "Trustees," a copy of said purported deed is attached hereto as Exhibit "A" and made a part hereof for all purposes.

That said instrument, "Exhibit A", creates no title or just claim to any interest in such land in and to the said Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers and I. K. Farley, either individually, jointly, as trustees or in any other capacity, and the said defendants sued herein well knew that fact and that same would create a cloud on this plaintiff's title and lease as owned respectively, and said instrument, "Exhibit A," herein does create a cloud on such title and lease and said cloud should be removed by this Court.

VII.

That on the 23rd day of June, 1969, the Plaintiff, Austin Lake Estates Recreation Club, Inc. and its Lessee, were in possession of the premises as described in Exhibit "A" herein and were entitled to possession of said premises, and afterward on or about the 23rd day of June, 1969, said defendants, each and all of them unlawfully entered upon and dispossessed plaintiff and said lessee of such premises and withhold from Plaintiff and its lessee the possession thereof.

VIII.

The filing for record of said purported quit claim deed, "Exhibit A" herein, and the consequent casting of a cloud on Plaintiff's title and its lessee's lease as hereintofore described was attempted to be effectuated as follows:

On the 23rd day of June, 1969, over the objection of J. W. Moore, President of Austin Lake Estates Recreation Club, Inc., then and now, certain members of the then board of directors of Austin Lake Estates Recreation Club, Inc., (the Defendants, Robert S. William, Vivian Worden, John Rose and Marlene Anglin) purporting to act as the Board of Directors of said corporation, after adjournment of a Board meeting, voted illegally and without authority to execute a quit-claim deed to a portion of the land and water front owned by the said Austin Lake Estates Recreation Club, Inc., said purported quitclaim deed being one and the same as Exhibit "A" herein, and further purported to create a trust and to name

four trustees and purports to quit claim all right, title, and interest of the said Austin Lake Estates Recreation Club, Inc., in and to the premises as described in said Exhibit "A" and to quitclaim said property to said purported trustees, they being the aforementioned Charles C. Petterson, Dillard L. Vickers, Emmett R. Fry, and I. K. Farley.

IX.

On the 11th day of August, 1969, the present legally constituted, elected and acting Board of Directors of Austin Lake Estates Recreation Club, Inc., acting as the present and official board of directors of said corporation, under its own authority and by direction of a vote of the stockholders taken at its June 28, 1969, annual meeting, at a regular meeting of said Board of Directors, held at its regular meeting place at the regular time, made and took the following official action for and in behalf of Austin Lake Estates Recreation Club, Inc., to-wit:

"NOW THEREFORE, Be it Resolved by this now legally constituted Board of Directors of said Corporation, although specifically not recognizing the validity of the creation of the purported trust, the purported trustees, and the purported quitclaim deed heretofore referred to, does, in order to forever quiet title to said land and waterfront area in Austin Lake Estates Recreation Club, Inc., hereby declare said purported trust, said purported trustees, and said purported quitclaim deed to be void ab initio, a nullity, unauthorized and illegal; and to further effectuate said declaration of this Board of Directors, we, all and each of us as well as the Board of Directors as an entity, do hereby, under the authority of the Texas Trust Act, the laws of the State of Texas, the Texas Corporation Act, the by-laws of Austin Lake Estates Recreation Club, Inc., and by vote of the stockholders, revoke, cancel, rescind, annul, and void said purported trust, said purported authority and existence of said purported trustees, and said purported quitclaim deed, and we do so now, and we further do so now for then, when said unauthorized, void and illegal action took place, and said resolution is ordered entered into the minutes of this meeting and declared the official act and deed of this Board of Directors acting for and in behalf of Austin Lake Estates Recreation Club, Inc., and in its best interests and for the protection and preservation of its assets. And we, all and each of us as well as this Board of Directors as an entity, authorize and direct Mr. J. W. Moore, President of the Board to execute for the corporation and this Board of Directors a written instrument outlining these proceedings and reflecting and declaring this to be our official act, resolution and deed and to execute same in such a manner and condition that it can be and will be filed of record in the Deed Records of Travis County, Texas."

GILBERT BOND

SECRETARY

X.

On the 12th day of August, 1969, Austin Lake Estates Recreation Club, Inc., acting by and through its president and director, J. W. Moore, its Secretary and Director, Mary Davies, its Director Ila B. Maberry and its Director Bruce Parmeley, did execute and cause to be filed in the Deed Records of Travis County, Texas, Volume 3719 at page 23, a written instrument, which ratified and re-affirmed its said resolution and act as heretofore described in Paragraph IX above, thereby placing of record its revocation of the purported trust, heretofore referred to as well as its rescission, cancellation and declaration that said purported trust as well as said purported quitclaim deed, Exhibit "A" herein are nullities. Attached hereto as Exhibit "B", and made a part hereof for all purposes, is a copy of said written instrument as recorded in the Deed Records of Travis County, Texas, in Volume 3719, at page 23.

XI.

All of the actions, as heretofore described, on the part of the defendants herein were, when taken, and are now, as of the filing of this petition fraudulent, illegal, a nullity, and void ab initio. Austin Lake Estates Recreation Club, Inc., by and through its present legally constituted and elected Board of Directors and by and through its President, J. W. Moore, has revoked said purported trust, in the manner heretofore described; has rescinded, cancelled and officially declared said purported trust and said purported quitclaim deed, Exhibit "A" herein, to be void ab initio.

XII.

Plaintiff herein is entitled to have its said title to be tried and to have the cloud of title existent thereon, to be removed and forever quieted by virtue of a declaratory judgment, declaring said purported trust, as heretofore referred to, the purported authority of the purported trustees, as heretofore referred to, as well as the purported quitclaim deed, Exhibit "A" herein, declared to be void ab initio, and to have said purported quitclaim deed, Exhibit "A" herein, cancelled, rescinded, and held null and void ab initio, to the effect and end result that the title of Plaintiff, in issue herein, be forever quieted and clearly lodged in Plaintiff as same existed prior to the actions of defendants as complained of herein.

XIII.

Plaintiff suffered damages by virtue of the actions of the Defendants as complained of herein, and said damages are in the sum of several thousands of dollars. However, the complained of actions of defendants have been of such recent origin, that it is impossible to accurately ascertain and state the amount of damages at this time. Plaintiff will, in the future, and as early as is practicable, amend its pleadings herein and more accurately inform the defendants of the amount of damages to which plaintiff is now entitled, and in the future, will become entitled.

WHEREFORE, and Premises Considered, Plaintiff prays that citation be caused to issue and served upon the defendants herein, and that upon final hearing, that Plaintiff have judgment over and against the defendants herein declaring said purported trust, as heretofore referred to, said purported authority of the purported trustees as heretofore referred to, as well as the purported quit claim deed, Exhibit "A" herein to be cancelled, rescinded, and to be adjudged null and void ab initio, to the effect and end result that Plaintiff's title in issue herein, be forever quieted and clearly lodged in Plaintiff as same existed prior to the actions of defendants as herein complained of; that Plaintiff have judgment for its money damages; for its costs of court; and for any other and further relief, either general or special, at law or in equity, that it should show itself to be justly entitled.

Respectfully submitted,

Robert Everett L. Looney

Robert Everett L. Looney
924 Littlefield Building
Telephone GR 2-4101
Austin, Texas 78701

ATTORNEY FOR AUSTIN LAKE ESTATES
RECREATION CLUB, INC., AND J. W.
MOORE, ITS PRESIDENT.

EXHIBIT "A"

220

THE STATE OF TEXAS X
COUNTY OF TRAVIS X

18-1287

APR 19 1925 6402 * 2.50

QUITCLAIM DEED

KNOW ALL MEN BY THESE PRESENTS: That the Grantor, Austin Lake Estates Recreation Club, Inc., a corporation duly incorporated and created and doing business under the laws of the State of Texas, acting by and through its duly authorized Vice-President, Robert S. Gilliam, of the County of Travis, State of Texas, for and in consideration of ten dollars (\$10.00) and other valuable consideration, to said Corporation paid in hand by Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, the receipt of all of which is hereby acknowledged, have QUITCLAIMED, and by these presents do QUITCLAIM unto the said Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, all of its right, title, interest, claim and demand in and to that certain real and personal property situated in Travis County, Texas, and described as follows:

The westernmost 33 feet of Lot 4, CeBar Ranch, Lakeview Acres, a subdivision in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, together with all improvements thereon situated.

with all and singular said Corporation's right, title, interest, estate, claim and demand in and to the hereditaments and appurtenances thereto belonging or in any wise pertaining; to have and to hold the above released rights, titles, interests, claims and demands, to the said Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, their heirs and assigns forever, so that neither said Corporation nor its successors and

DEED RECORDS
Travis County, Texas

3700 1542

assigns shall have any right or title to or interest in such property, premises or tenements, or any part thereof, at any time hereafter.

EXECUTED this the 23rd day of June, 1969.

AUSTIN LAKE ESTATES RECREATION CLUB, INC.

By Robert S. Gilliam
Its Vice-President

THE STATE OF TEXAS X
COUNTY OF TRAVIS X

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Robert S. Gilliam, who, being by me first duly sworn, declared that he is the Vice-President of Austin Lake Estates Recreation Club, Inc., that he signed the foregoing instrument as Vice-President of said Corporation, and as the act and deed of said Corporation, and that said instrument was executed for the purposes and consideration therein expressed

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 24th day of June, A.D. 1969.

(NOTARY SEAL)

Irene Rust

Notary Public in and for
Travis County, Texas

STATE OF TEXAS COUNTY OF TRAVIS
I hereby certify that this instrument was FILED on the date and at the time stamped hereon by me; and was duly RECORDED, in the Volume and Page of the named RECORDS of Travis County, Texas, as stated hereon by me, on

FILED

JUN 24 9 14 AM '69

JUN 25 1969

Emilie Limburg
COUNTY CLERK
TRAVIS COUNTY, TEXAS



Emilie Limburg
COUNTY CLERK
TRAVIS COUNTY, TEXAS

370 1543

18-1288

THE STATE OF TEXAS, ##
COUNTY OF TRAVIS. #

I, MISS EMILIE LIMBERG, COUNTY CLERK, TRAVIS COUNTY, TEXAS,
DO HEREBY CERTIFY that the above and foregoing is a true and
correct copy of a Quitclaim Deed

FROM Austin Lake Estates Recreation Club, Inc.

TO Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees

as the same appears of record in VOLUME 3700, PAGE(S) 1542-1543

of the Deed RECORDS OF

TRAVIS COUNTY, TEXAS.

GIVEN UNDER MY HAND AND SEAL OF OFFICE AT AUSTIN, TEXAS, THIS
THE 16th DAY OF July A.D. 1969.

MISS EMILIE LIMBERG, COUNTY CLERK
TRAVIS COUNTY, TEXAS.

BY *Laurel Lee* DEPUTY.

EXHIBIT "B"

THE STATE OF TEXAS)
)
COUNTY OF TRAVIS)

J.B.M. M.D. J.W.M.
12th

BE IT REMEMBERED, that on the 12 day of August, 1969,

that we, each and all of us, J. W. MOORE, MARY DAVIES, BRUCE PARMELEY, and ILA B. MABERRY in our official capacities as officers and directors of Austin Lake Estates Recreation Club, Inc., acting for and in behalf of Austin Lake Estates Recreation Club, Inc., and acting as the Board of Directors of said corporation, at a regular meeting of said Board of Directors, held at its regular meeting place at the regular time took the following action, to-wit: Upon the meeting being called to order, Mary Davies was recognized by the President, J. W. Moore, and she, the said Mary Davies, made a motion and resolution, concerning a certain parcel of land and water frontage owned by Austin Lake Estates Recreation Club, Inc., said parcel of land and water frontage being the same as that described in a purported quit claim deed executed by Robert G. Ham, purporting to quitclaim all the right, title and interest of Austin Lake Estates Recreation Club, Inc., over to four purported trustees, they being Charles C. Petterson, Dillard Vickers, Emmett Fry and J. K. Farley, said purported quitclaim deed being dated the 23 day of June, 1969, and filed of record in the Travis County Deed Records in Volume 3700 at page 1542, said tract and parcel of land being situated in Travis County, Texas, and being described in said purported quitclaim deed as follows, to-wit:

M.D.
J.B.M.
J.W.M.

J.B.M.
M.D.
J.W.M.

The westernmost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres a subdivision in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, together with all improvements thereon situated, Attached hereto as Exhibit "A" and made a part hereof for all purposes is certified copy of said purported quitclaim deed.

Said Resolution and motion as made by the said Mary Davies, as seconded by Bruce Parmeley and as carried by unanimous vote, was, and is, to-wit:

THE STATE OF TEXAS

COUNTY OF TRAVIS

WHEREAS, on the 23rd day of June, 1969, certain members of the Board of Directors of Austin Lake Estates Recreation Club, Inc., purporting to act as the board of directors of said corporation, voted to execute a quit claim deed to a portion of the land and waterfront owned by the said Austin Lake Estates Recreation Club, Inc., and purported to create a trust and to name four trustees, and purported to quit claim all right, title, and interest of the said Austin Lake Estates Recreation Club, Inc., in and to said parcel of land and waterfront, and to quit claim said property to said purported trustees, said purported trustees being Charles C. Petterson, Dillard Vickers, Emmett Fry, and I. K. Farley; and

M.D.
J.B.M.
J.M. WHEREAS, Robert Gilliam, the then Vice President of said Board of Directors, purporting to be acting for Austin Lake Estates Recreation Club, Inc., did execute said purported quit claim deed to said purported trustees and thereafter cause said purported deed to be filed of record in the Deed Records of the Travis County, Texas, Clerk's office; and

WHEREAS, the land and waterfront area herein referred to is described in that same certain purported quit claim deed which is filed of record in the Volume 3700 at page 1542 in the Deed Records of Travis County, Texas, in the County Clerk's office; and

WHEREAS, it is recognized, understood and agreed to by the majority of the now legally constituted Board of Directors of said Austin Lake Estates Recreation Club, Inc., that all such action as heretofore described was unauthorized, illegal, void ab initio and a nullity, insofar as legally or in anywise transferring title to said land and waterfront from and out of Austin Lake Estates Recreation Club, Inc.; and

WHEREAS, however, it is recognized by the majority of the now legally constituted Board of Directors of said corporation, that such action though it was unauthorized, illegal, void and a nullity, nevertheless might be considered as casting a cloud on the Austin Lake Estates Recreation Club, Inc.'s, title to said land and waterfront area;

NOW THEREFORE, Be it Resolved by this now legally constituted Board of Directors of said corporation, although specifically not recognizing the validity of the creation of the purported trust, the purported trustees, and the purported quitclaim deed heretofore referred to, does, in order to forever quiet title

to said land and waterfront area in Austin Lake Estates Recreation Club, Inc., hereby declare said purported trust, said purported trustees, and said purported quitclaim deed to be and ab initio, a nullity, unauthorized and illegal; and to further effectuate said declaration of this Board of Directors, we, all and each of us as well as the Board of Directors as an entity, do hereby, under the authority of the Texas Trust Act, the laws of the State of Texas, the Texas Corporation Act, the by-laws of Austin Lake Estates Recreation Club, Inc., and by vote of the stockholders, revoke, cancel, rescind, annul, and void said purported trust, said purported authority and existence of said purported trustees, and said purported quitclaim deed, and we do so now, and we further do so now for then, when said unauthorized, void and illegal action took place, and said resolution is ordered entered into the minutes of this meeting and declared the official act and deed of this Board of Directors acting for and in behalf of Austin Lake Estates Recreation Club, Inc., and in its best interests and for the protection and preservation of its assets. And we, all and each of us as well as this Board of Directors as an entity, authorize and direct Mr. J. W. Moore, President of the Board to execute for the corporation and this Board of Directors a written instrument outlining these proceedings and reflecting and declaring this to be our official act, resolution and deed and to execute same in such a manner and condition that it can be and will be filed of record in the Deed Records of Travis County, Texas.

NOW, THEREFORE, we, each and all of us acting in our official capacities as officers and directors of Austin Lake Estates Recreation Club, Inc., and J. W. Moore, President, acting for said corporation, do hereby execute this ratification and affirmation of the foregoing motion and resolution as carried by unanimous vote at our regular meeting held on the 11th day of August, 1969, and we do hereby ratify and affirm the same.

WITNESS OUR HANDS at Austin, Texas, on this the 12 day of August, 1969.

J. W. Moore
J. W. Moore, President and
Director

Mary Davis
Mary Davis, Secretary and
Director
M D

Ila B. Maberry
Ila B. Maberry, Director

Bruce Parmelee
Bruce Parmelee, Director

AUSTIN LAKE ESTATES RECREATION CLUB,
INC.

By J. W. Moore
J. W. Moore, President

THE STATE OF TEXAS
COUNTY OF TRAVIS: --

BEFORE ME, the undersigned authority, on this the 12 day of August, 1969, there personally appeared before me J. W. Moore, who after being duly sworn by me, did under his oath depose and say that he is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas corporation, that he is also the President of said corporation and as such is authorized and empowered to act for said corporation, and he further stated and acknowledged to me under his oath that he signed the foregoing instrument as President of said Corporation and as a member of the said Board of Directors, and he acknowledged to me that he signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and he acknowledged to me that he did so for the purposes and consideration therein expressed and he further stated that he did not wish to retract same.

J. W. Moore
J. W. Moore

SWORN TO AND SUBSCRIBED TO and acknowledged before me by the said J. W. Moore on this the 12 day of August, 1969, to certify which, witness my hand and seal of office on this the 12 day of August, 1969.

Linda Paulson
Notary Public in and for Travis
County, Texas

THE STATE OF TEXAS
COUNTY OF TRAVIS:

BEFORE ME, the undersigned authority, on this the 12th day of August, 1969, there personally appeared before me, Mary Davies, who after being duly sworn by me, did under her oath depose and say that she is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas Corporation, that she is also the Secretary of said Corporation, and she further stated and acknowledged to me that she signed the foregoing instrument as Secretary of said Corporation and as a member of the Board of Directors, and she acknowledged to me that she signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and she acknowledged to me that she did so for the purposes and consideration therein expressed, and she further stated that she did not wish to retract same.

Mary Davies
Mary Davies

SWORN TO, SUBSCRIBED TO AND ACKNOWLEDGED before me, by the said Mary Davies on this the 12th day of August, 1969, to certify which witness my hand and seal of office on this the 12th day of August, 1969.

Janet M. Lindemann
Notary Public, Travis County, Texas

THE STATE OF TEXAS
COUNTY OF TRAVIS:

BEFORE ME the undersigned authority, on this the ___ day of August, 1969, there personally appeared before me, Bruce Parmeley, who after being duly sworn by me, did under his oath depose and say that he is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas Corporation, and as such is authorized and empowered to act for said corporation, and he further stated and acknowledged to me under his oath that he signed the foregoing instrument as a member of the said Board of Directors of said corporation, and he acknowledged to me that he signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and he acknowledged to me that he did so for the purposes and consideration therein expressed and he further stated that he did not wish to retract same.

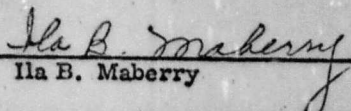
Bruce Parmeley
Bruce Parmeley

SWORN TO, SUBSCRIBED TO AND ACKNOWLEDGED BEFORE ME by the said Bruce Parmeley on this the 12th day of August, 1969; to certify which, witness my hand and seal of office on this the 12th day of August, 1969.

G. B. Burks
Notary Public in and for Travis County,
Texas.

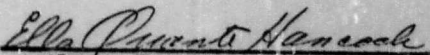
THE STATE OF TEXAS
COUNTY OF TRAVIS : --

BEFORE ME, the undersigned authority, on this the 12 day of August, 1969, there personally appeared before me ILA B. MABERRY, who after being duly sworn by me, did under her oath depose and say that she is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas Corporation, and she further stated and acknowledged to me that she signed the foregoing instrument as a member of the Board of Directors of said corporation, and she acknowledged to me that she signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and she acknowledged to me that she did so for the purposes and consideration therein expressed, and she further stated that she did not wish to retract same.



Ila B. Maberry

SWORN TO, SUBSCRIBED TO AND ACKNOWLEDGED BEFORE ME by the said Ila B. Maberry on this the 12th day of August, 1968; to certify which, witness my hand and seal of office on this the 12th day of August, 1969.



Notary Public in and for Travis
County, Texas.

10
THE STATE OF TEXAS X
 X
COUNTY OF TRAVIS X

Exhibit "A"

230

18-1287

JAN 24 1983 6402 * 2.50

QUITCLAIM DEED

KNOW ALL MEN BY THESE PRESENTS: That the Grantor, Austin Lake Estates Recreation Club, Inc., a corporation duly incorporated and created and doing business under the laws of the State of Texas, acting by and through its duly authorized Vice-President, Robert S. Gilliam, of the County of Travis, State of Texas, for and in consideration of ten dollars (\$10.00) and other valuable consideration, to said Corporation paid in hand by Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, the receipt of all of which is hereby acknowledged, have QUITCLAIMED, and by these presents do QUITCLAIM unto the said Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, all of its right, title, interest, claim and demand in and to that certain real and personal property situated in Travis County, Texas, and described as follows:

The westernmost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres, a subdivision in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, together with all improvements thereon situated.

with all and singular said Corporation's right, title, interest, estate, claim and demand in and to the hereditaments and appurtenances thereto belonging or in any wise pertaining; to have and to hold the above released rights, titles, interests, claims and demands, to the said Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, their heirs and assigns forever, so that neither said Corporation nor its successors and

THE STATE OF TEXAS, ##
COUNTY OF TRAVIS. ##

I, MISS EMILIE LIMBERG, COUNTY CLERK, TRAVIS COUNTY, TEXAS,
DO HEREBY CERTIFY that the above and foregoing is a true and
correct copy of a Quitclaim Deed

FROM Austin Lake Estates Recreation Club, Inc.

TO Emmett R. Fry, Charles G. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees

as the same appears of record in VOLUME 3700, PAGE(S) 1542-1543
of the Deed RECORDS OF
TRAVIS COUNTY, TEXAS.

GIVEN UNDER MY HAND AND SEAL OF OFFICE AT AUSTIN, TEXAS, THIS
THE 16th DAY OF July A.D. 1969

MISS EMILIE LIMBERG, COUNTY CLERK
TRAVIS COUNTY, TEXAS.

BY Laurel Lee DEPUTY.

FILED

AUG 27 3 33 PM 1969

O.T. Martin, Jr. CLERK

DISTRICT COURT
TRANS COUNTY, TEXAS

Faye Plumb

NO. 175,131

AUSTIN LAKE ESTATES RECREATION
CLUB, INC., ET AL

v.

ROBERT S. GILLIAM, ET AL

IN THE 126TH JUDICIAL

DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

DEFENDANTS' ORIGINAL ANSWER

TO THE HONORABLE JUDGE OF SAID COURT:

Now come Robert S. Gilliam, Charles C. Petterson, Dillard L. Vickers, Emmett R. Fry, W. R. Farley, Vivian Worden, John Rose, and Marlene Anglin, the defendants in the above entitled and numbered cause, and file this, their Original Answer to plaintiffs' Original Petition filed herein, and for answer say:

These defendants, and each of them, deny each and every allegation contained in Plaintiffs' Original Petition, and say that none of the same is true, in whole or in part, and demand strict proof thereof.

WHEREFORE, these defendants pray that they go hence without day and recover their costs.

MALONEY, BLACK & HEARNE
612 Capital National Bank Bldg.
Austin, Texas 78701

By 1 J. H. Hearne
Attorneys for Defendants

NOTED

FILED
SEP 25 8 28 AM 1969

D. T. Martineau, Jr. CLERK
DISTRICT COURTS
TRAVIS COUNTY, TEXAS

FILED

CITATION

THE STATE OF TEXAS

To Emmett R. Fry
116 Lake Ridge
Austin, Travis County, Texas

Defendant, in the hereinafter stated and numbered cause:

You are hereby commanded to appear before the 126th District Court of Travis County, Texas, to be held at the courthouse of said County in the City of Austin, Travis County,

Texas, by filing a written answer to the petition of plaintiff at or before 10 o'clock a. m. of the Monday next after the expiration of 20 days after the date of service hereof, a copy of which accompanies this citation, in cause number

175,131, styled
Austin Lake Estates Recreation Club, Inc., and J.W. Moore, Plaintiff,
vs. Robert S. Gilliam, et al, Defendant,

filed in said court on the 27th day of August, 1969.

If this citation is not served within 90 days after date of its issuance, it shall be returned unserved.

WITNESS, O. T. MARTIN, JR., Clerk of the District Courts of Travis County, Texas.

Issued and given under my hand and seal of said Court at office in the City of Austin, this the

27th day of August, 1969.

O. T. MARTIN, JR.

Clerk of the District Courts of Travis County, Texas

By Ray Pounds
Deputy

OFFICER'S RETURN

Came to hand on the 28 day of August, 1969, at 10:33 o'clock A. M.

Executed at Austin, within the County of Travis, at 5:45 o'clock P. M.

on the 5 day of September, 1969, by delivering to the within named

EMMETT R. FRY

each, in person, a true copy of this citation together with the accompanying copy of the petition, having first attached such copy of such petition to such copy of citation and indorsed on such copy of citation the date of delivery.

Sheriff's Fee \$4.00

Sheriff Account
No. _____

To certify which witness my hand officially.

T. O. Lang

Sheriff of Travis County, Texas

By Robert S. Gilliam Deputy.

For Clerk's Use

FILED

SEP 23 7 12 AM 1969

O. T. Martin, Jr. CLERK
DISTRICT COURTS
TRAVIS COUNTY, TEXAS

NOTED

Taxed _____
Return received **TAXED**

RECEIVED
SHERIFF'S DEPT.
TRAVIS COUNTY
AUG 28 10 33 AM '69

CITATION

THE STATE OF TEXAS

To I. K. Farley
Austin Lake Estates at Aztec St.
Austin, Texas
OR
6571 Bayou Glen #15, Houston, Harris County, Texas

Defendant, in the hereinafter styled and numbered cause:

You are hereby commanded to appear before the 126th District Court of Travis County, Texas, to be held at the courthouse of said County in the City of Austin, Travis County, Texas, by filing a written answer to the petition of plaintiff at or before 10 o'clock a. m. of the Monday next after the expiration of 20 days after the date of service hereof, a copy of which accompanies this citation, in cause number

175,131, styled
Austin Lake Estates Recreation Club, Inc., and J.W. Moore, Plaintiff
vs. Robert S. Gilliam, et al, Defendant
filed in said court on the 27th day of August, 1969.

If this citation is not served within 90 days after date of its issuance, it shall be returned unserved.

WITNESS, O. T. MARTIN, JR., Clerk of the District Courts of Travis County, Texas.
Issued and given under my hand and seal of said Court at office in the City of Austin, this the 7th day of August, 1969.

O. T. MARTIN, JR.
Clerk of the District Courts of Travis County, Texas
By *Gayle Poards*
Deputy

RECEIVED
SHERIFF'S DEPT.
TRAVIS COUNTY
AUG 28 10 36 AM '69

OFFICER'S RETURN

Came to hand on the 28 day of August, 1969, at 10:36 o'clock A.M.
Executed at Austin, within the County of Travis, at 3:30 o'clock P.M.
on the 6 day of September, 1969, by delivering to the within named
I. K. Farley.

each, in person, a true copy of this citation together with the accompanying copy of the petition, having first attached such copy of such petition to such copy of citation and indorsed on such copy of citation the date of delivery.

Sheriff's Fee \$4.00

Sheriff Account
No. _____

To certify which witness my hand officially. T. O. Lang

Sheriff of Travis County, Texas

By *Albert Douglas* Deputy.
For Clerk's Use

FILED
Oct 3 9 00 AM 1969

O.T. Martin, Jr. CLERK
DISTRICT COURTS
TRAVIS COUNTY, TEXAS

NOTED

Taxed _____
Return recorded _____

CITATION

THE STATE OF TEXAS

To Charles C. Petterson
In Austin Lake Estates at
Oak Crest Drive
Austin, Travis County, Texas

Defendant, in the hereinafter style and numbered cause:

You are hereby commanded to appear before the 126th District Court of Travis County, Texas, to be held at the courthouse of said County in the City of Austin, Travis County, Texas, by filing a written answer to the petition of plaintiff at or before 10 o'clock a. m. of the Monday next after the expiration of 20 days after the date of service hereof, a copy of which accompanies this citation, in cause number

175,131, styled
Austin Lake Estates Recreation Club, Inc., and J.W. Moore, Plaintiff,
vs. Robert S. Gilliam, et al, Defendant,
filed in said court on the 27th day of August, 1969.

If this citation is not served within 10 days after date of its issuance, it shall be returned unserved.

WITNESS, O. T. MARTIN, JR., Clerk of the District Courts of Travis County, Texas.
Issued and given under my hand and seal of said Court at office in the City of Austin, this the 27th day of AUGUST, 1969.

O. T. MARTIN, JR.
Clerk of the District Courts of Travis County, Texas
By Jay Bonds Deputy

OFFICER'S RETURN

Came to hand on the 28 day of August, 1969, at 10:34 o'clock A M.
Executed at Austin, within the County of Travis, at 3:25 o'clock A M.
on the 6 day of September, 1969, by delivering to the within named Charles C. Petterson.

each, in person, a true copy of this citation together with the accompanying copy of the petition, having first attached such copy of such petition to such copy of citation and indorsed on such copy of citation the date of delivery.

Sheriff's Fee \$4.00

Sheriff Account
No. _____

To certify which witness my hand officially, T. O. Lang

Sheriff of Travis County, Texas

By Albert Bonds Deputy.
For Clerk's Use

FILED
OCT 9 9 01 AM 1969
O.T. Martin, Jr. CLERK
DISTRICT COURT'S
TRAVIS COUNTY, TEXAS

Taxed _____
Return recorded _____

NOTED

RECEIVED
SHERIFF'S DEPT.
TRAVIS COUNTY
AUG 28 10 34 AM '69

CITATION

THE STATE OF TEXAS

To Marlene Anglin
Rt. 8 Box 221F, Austin Lake Estates
Austin, Travis County, Texas

Defendant, in the hereinafter styled and numbered cause:

You are hereby commanded to appear before the 126th District Court of Travis County, Texas, to be held at the courthouse of said County in the City of Austin, Travis County, Texas, by filing a written answer to the petition of plaintiff at or before 10 o'clock a. m. of the Monday next after the expiration of 20 days after the date of service hereof, a copy of which accompanies this citation, in cause number

175,131, styled
Austin Lake Estates Recreation Club, Inc., and J.W. Moore, Plaintiff
vs. Robert S. Gilliam, et al., Defendant

filed in said court on the 27th day of August, 1969.

If this citation is not served within 90 days after date of its issuance, it shall be returned unserved.

WITNESS, O. T. MARTIN, JR., Clerk of the District Courts of Travis County, Texas.
Issued and given under my hand and seal of said Court at office in the City of Austin, this the

27th day of August, 1969.

O. T. MARTIN, JR.
Clerk of the District Courts of Travis County, Texas
By Ray Goude
Deputy

OFFICER'S RETURN

Came to hand on the 28 day of August, 1969, at 10:27 o'clock A M.
Executed at Austin, within the County of Travis, at 3:15 o'clock P M.
on the 6 day of September, 1969, by delivering to the within named
Marlene Anglin.

each, in person, a true copy of this citation together with the accompanying copy of the petition, having first attached such copy of such petition to such copy of citation and indorsed on such copy of citation the date of delivery.

Sheriff's Fee \$4.00

Sheriff Account
No. _____

To certify which witness my hand officially. T. O. Lang

Sheriff of Travis County, Texas

FILED
OCT 3 9 01 AM 1969

By Albert Gonzales Deputy.
For Clerk's Use

O.T. Martin, Jr. CLERK
DISTRICT COURTS
TRAVIS COUNTY, TEXAS

Taxed _____
Return recorded _____

NOTED

RECEIVED
SHERIFF'S DEPT.
TRAVIS COUNTY
Aug 28 10 27 AM '69

CITATION

THE STATE OF TEXAS

To John Rose
Rt. 8 Box 222, Austin Lake Estates
Austin, Travis County, Texas

Defendant, in the hereinafter styled: numbered cause:

You are hereby commanded to appear before the 126th District Court of Travis County, Texas, to be held at the courthouse of said County in the City of Austin, Travis County, Texas, by filing a written answer to the petition of plaintiff at or before 10 o'clock a. m. of the Monday next after the expiration of 20 days after the date of service hereof, a copy of which accompanies this citation, in cause number

175,131, styled
Austin Lake Estates Recreation Club, Inc., and J.W. Moore, Plaintiff,
vs. Robert S. Gilliam, et al, Defendant,
filed in said court on the 27th day of August, 1969.

If this citation is not served within 90 days after date of its issuance, it shall be returned unserved.

WITNESS, O. T. MARTIN, JR., Clerk of the District Courts of Travis County, Texas.
Issued and given under my hand and seal of said Court at office in the City of Austin, this the 27th day of August, 1969.

O. T. MARTIN, JR.
Clerk of the District Courts of Travis County, Texas
By Phy Pounds
Deputy

OFFICER'S RETURN

Came to hand on the 28 day of August, 1969, at 10:29 o'clock A. M.
Executed at Austin within the County of Travis, at 9:45 o'clock A. M.
on the 5 day of September, 1969, by delivering to the within named
John Rose.

each, in person, a true copy of this citation together with the accompanying copy of the petition, having first attached such copy of such petition to such copy of citation and indorsed on such copy of citation the date of delivery.

Sheriff's Fee \$1.00

Sheriff Account
No. _____

To certify which witness my hand officially. T. O. Lang

Sheriff of Travis County, Texas

By L. Luffajwell Deputy.
For Clerk's Use

FILED
OCT 3 9 01 AM 1969

O.T. Martin, Jr. CLERK
DISTRICT COURTS
TRAVIS COUNTY, TEXAS

Taxed _____
Return recorded AD

NOTED

RECEIVED
SHERIFF'S DEPT.
TRAVIS COUNTY

Aug 20 10 29 AM '69

CITATION

THE STATE OF TEXAS

To Dillard L. Vickers
121 Lake Ridge
Austin, Travis County, Texas

Defendant, in the hereinafter styled and numbered cause:

You are hereby commanded to appear before the 126th District Court of Travis County, Texas, to be held at the courthouse of said County in the City of Austin, Travis County,

Texas, by filing a written answer to the petition of plaintiff at or before 10 o'clock a. m. of the Monday next after the expiration of 20 days after the date of service hereof, a copy of which accompanies this citation, in cause number

175,131, styled
Austin Lake Estates Recreation Club, Inc., and J.W. Moore, Plaintiff
Robert S. Gilliam, et al, Defendant

filed in said court on the 27th day of August, 1969.

If this citation is not served within 90 days after date of its issuance, it shall be returned unserved.

WITNESS, O. T. MARTIN, JR., Clerk of the District Courts of Travis County, Texas.

Issued and given under my hand and seal of said Court at office in the City of Austin, this the

27th day of August, 1969.

O. T. MARTIN, JR.

Clerk of the District Courts of Travis County, Texas

By Ray Powell
Deputy

OFFICER'S RETURN

Came to hand on the 26 day of August, 1969, at 10:33 o'clock A M.

Executed at Austin, within the County of Travis, at 10:10 o'clock A M.

on the 5 day of September, 1969, by delivering to the within named

Dillard L. Vickers.

each, in person, a true copy of this citation together with the accompanying copy of the petition, having first attached such copy of such petition to such copy of citation and indorsed on such copy of citation the date of delivery.

Sheriff's Fee \$4.00

Sheriff Account
No. _____

To certify which witness my hand officially. T. O. Lang

Sheriff of Travis County, Texas

By L. L. Ferguson Deputy.
For Clerk's Use

RECEIVED
SHERIFF'S DEPT.
TRAVIS COUNTY

Aug 28 10 33 AM '69

FILED

OCT 19 01 AM 1969

O.T. Martin, Jr. CLERK
DISTRICT COURTS
TRAVIS COUNTY, TEXAS

NOTED

Taxed PAID
Return recorded _____

CITATION

THE STATE OF TEXAS

To Vivian Worden
Rt. 8, Box 221H, Austin Lake Estates
Austin, Travis County, Texas

Defendant, in the hereinafter styled and numbered cause:

You are hereby commanded to appear before the 126th District Court of Travis County, Texas, to be held at the courthouse of said County in the City of Austin, Travis County, Texas, by filing a written answer to the petition of plaintiff... at or before 10 o'clock a. m. of the Monday next after the expiration of 20 days after the date of service hereof, a copy of which accompanies this citation, in cause number

175,131, styled
Austin Lake Estates Recreation Club, Inc., and J.W. Moore, Plaintiff,
vs. Robert S. Gilliam, et al, Defendant,
filed in said court on the 27th day of August, 1969.

If this citation is not served within 90 days after date of its issuance, it shall be returned unserved.

WITNESS, O. T. MARTIN, JR., Clerk of the District Courts of Travis County, Texas.
Issued and given under my hand and seal of said Court at office in the City of Austin, this the 28th day of August, 1969.

RECEIVED SHERIFF'S DEPT. TRAVIS COUNTY Aug 28 10 27 AM '69

O. T. MARTIN, JR.
Clerk of the District Courts of Travis County, Texas
By Gay Grunds Deputy

OFFICER'S RETURN

Came to hand on the 28 day of August, 1969, at 10:27 o'clock A. M.
Executed at Austin, within the County of Travis, at 10:42 o'clock A. M.
on the 5 day of September, 1969, by delivering to the within named Vivian Worden.

each, in person, a true copy of this citation together with the accompanying copy of the petition, having first attached such copy of such petition to such copy of citation and indorsed on such copy of citation the date of delivery.

Sheriff's Fee \$4.00

Sheriff Account No.

To certify which witness my hand officially. T. O. Lang

Sheriff of Travis County, Texas

By W. D. Gilbert Deputy.

For Clerk's Use

FILED Oct 3 9 00 AM 1969

O.T. Martin, Jr. CLERK DISTRICT COURTS TRAVIS COUNTY, TEXAS

Taxed Return recorded TAXED

NOTED

CITATION

THE STATE OF TEXAS

To Robert S. Gilliam
Rt. 8 Box 261, Aztec St.
Austin Lake Estates, Travis County, Texas

Defendant, in the hereinafter styled and numbered cause:

You are hereby commanded to appear before the 126th District Court of Travis County, Texas, to be held at the courthouse of said County in the City of Austin, Travis County, Texas, by filing a written answer to the position of plaintiff at or before 10 o'clock a. m. of the Monday next after the expiration of 20 days after the date of service hereof, a copy of which accompanies this citation, in cause number

175,131, styled
Austin Lake Estates Recreation Club, Inc., and J.W. Moore, Plaintiff
vs. Robert S. Gilliam, et al, Defendant
filed in said court on the 27th day of August, 1969.

If this citation is not served within 90 days after date of its issuance, it shall be returned unserved.

WITNESS, O. T. MARTIN, JR., Clerk of the District Courts of Travis County, Texas.
Issued and given under my hand and seal of said Court at office in the City of Austin, this the 27th day of August, 1969.

O. T. MARTIN, JR.
Clerk of the District Courts of Travis County, Texas
By Jay Bounds Deputy

OFFICER'S RETURN

Came to hand on the 20 day of August, 1969, at 10:30 o'clock A M.
Executed at Austin, within the County of Travis, at 10:55 o'clock A M.
on the 5 day of September, 1969, by delivering to the within named Robert S. Gilliam.

each, in person, a true copy of this citation together with the accompanying copy of the petition, having first attached such copy of such petition to such copy of citation and indorsed on such copy of citation the date of delivery.

Sheriff's Fee \$4.00

Sheriff Account
No. _____

To certify which witness my hand officially. T. O. Lang

Sheriff of Travis County, Texas

By L. Luffingwell Deputy.
For Clerk's Use

FILED
Oct 9 9 01 AM '69
O.T. Martin, Jr. CLERK
DISTRICT COURTS
TRAVIS COUNTY, TEXAS

Taxed _____
Return recd. _____

NOTED

RECEIVED
SHERIFF'S DEPT.
TRAVIS COUNTY
AUG 28 10 20 AM '69

AUSTIN LAKE ESTATES
RECREATION CLUB, INC.
AND J. W. MOORE

IN THE 126th JUDICIAL
DISTRICT COURT OF

VS.

OF

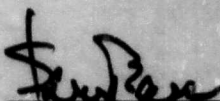
ROBERT S. GILLIAM, CHARLES
C. PETTERSON, BILLARD F.
VICKERS, EMMETT R. FRY,
I. K. FARLEY, VIVIAN WERDEN,
JOHN ROSE AND MARLENE ANGLIN.

TRAVIS COUNTY, TEXAS.

To the Clerk of the 126th Judicial District Court of Travis County, Texas:

Austin Lake Estates Recreation Club, Inc., Plaintiff in the above entitled and numbered cause, desires to take the oral deposition of Robert S. Gilliam, Charles C. Petterson, Billard F. Vickers, Emmett R. Fry, I. K. Farley, Vivian Werden, John Rose and Marlene Anglin, each of whom resides in Travis County, Texas, at the office of Sam Bass and Robert E. L. Looney at 1802 Westgate Building within the City of Austin, Travis County, Texas, on the 15th day of December, A. D. 1969, at 9:00 O'clock A. M., and hereby makes application that you issue a commission to take such depositions.

Respectfully Submitted:



Sam Bass, Attorney for Austin Lake
Estates Recreation Club, Inc.

NOTED

FILED

Dec 2 10 24 AM 1969

D. F. Martin, Jr. CLERK

DISTRICT COURT
TRAVIS COUNTY, TEXAS

THE STATE OF TEXAS

To the Clerk of the District Court, Judge or Clerk of the County Court, or any Official District Court Reporter, or any Notary Public in and for the County of Travis State of Texas—Greeting:

- *To any Clerk of a Court of Record having a Seal; any Notary Public, or any Commissioner of Deeds, duly appointed under the laws of Texas, for the State of Texas, within and for the County of _____ State of _____
- *To any notary public or any minister, commissioner or charge d'affaires of the United States resident, and accredited to _____, or any consul-general, consul, vice-consul, commercial agent, vice-commercial agent, deputy consul or consular agent of the United States residing in said country.
- *To any Commissioned Officer in the Armed Forces of the United States of America, in the Auxiliaries thereto, or to any Commissioned Officer in the Armed Force Reserve of the United States of America, or any Auxiliary thereto.

You, or either of you, are hereby authorized to immediately issue and cause to be served upon Robert S. Gilliam,

Charles C. Patterson, Dillard F. [REDACTED] Vickers, Emmett R. Fry, I.N. Farley,
(State Name of Witness) and Marlene Anglin

Vivian Werden, John Ross / a subpoena ~~XXXXXXXXXXXX~~, to come before you on the 15th day of December, 1969, at 9:00 o'clock A. M., at the office of Sam Bass and Robert E. L. Looney, 1802 Westgate Bldg.

in the City of Austin, Travis County, Texas, being the time and place set out in the application to take the oral deposition of the above named witness. Said witness shall bring with him and produce at the above designated time and place for taking the oral deposition, the following designated books, papers, documents and tangible things, to wit:

Said witness shall remain in attendance until said deposition is completed. You shall proceed to examine said witness and take his answers under oath to such questions as may be propounded to said witness by the respective parties or their attorneys, and that you return the same, without delay, to the Clerk of this Court as herein provided:

1. Said deposition shall not be taken until opposite party or his attorney of record has had ten days' notice as provided in Rules of Civil Procedure.
2. That you caution and swear the parties and parties about to depose, to testify to the truth, the whole truth, and nothing but the truth; that you reduce the testimony to writing or typewriting, or that it be done by some person under your personal supervision, or that it be done by the deponent or deponents, in your presence, and by no other person or persons; and after it has been reduced to writing or typewriting, that it be subscribed by the deponent or deponents.
3. That you shall not sustain objections to any of the testimony taken or exclude same; that you record all objections offered by the parties to this suit, or their attorneys, to any of the testimony taken, upon the request of said parties or their attorneys.
4. When the testimony is transcribed, the deposition shall be submitted to the witness for examination and shall be read to or by him, unless such examination and reading are waived by the witness and by the parties. Any changes in form or substance which the witness desires to make shall be entered upon the deposition by you with a statement of the reason given by the witness for making them. The deposition shall be signed by the witness, unless the parties by stipulation waive the signing or the witness is ill or cannot be found or refuses to sign. If the deposition is not signed by the witness you shall sign it and state on the record the fact of the waiver or of the illness or absence of the witness or the fact of the refusal to sign, together with the reasons, if any, given therefor.
5. That you certify, under your hand and seal of office, that said answers were sworn to and subscribed before you by said witness.
6. That you seal up in an envelope the answers so taken, together with the annexed Interrogatories, if any, and this Commission, and write your name across the seal.
7. That you endorse on the envelope the names of the parties to this suit, and the name(s) of said witness or witnesses.
8. That you direct the package to the Clerk of the District Courts of Travis County, Austin, Texas."
9. That if said deposition is sent by mail you shall certify on the envelope enclosing said deposition that you in person deposited same in mail for transmission, stating the date when and the post office in which the same is so deposited; or if you entrust it to private conveyance, you shall apprise the person receiving it that it must not be out of his possession and that he must deliver it to the clerk of the Court in person; which evidence, so taken as above, is to be used in the trial

of a suit now pending in the 125th District Court of Travis County, in said State of Texas, wherein Austin Lake Estates Recreation Club, Inc., et al Plaintiff, and Robert S. Gilliam, et al Defendant,

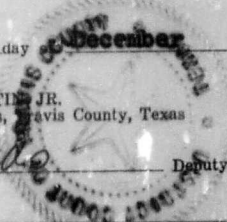
and numbered 175,131 the docket of said Court.

Herein Fail Not, but make due return of this writ as the law directs. 2nd day December

Witness my hand and seal of office, at Austin, Texas, this _____, 1969

O. T. MARTIN, JR.
Clerk of the District Courts, Travis County, Texas

By Ray Paul Deputy



AUSTIN LAKE ESTATES RECREATION CLUB, INC. AND J. W. MOORE	]	IN THE 126th JUDICIAL
]	
VS.	]	DISTRICT COURT OF
]	
ROBERT S. GILLIAM, CHARLES C. PETERSON, DILLARD F. VICKERS	]	TRAVIS COUNTY,
EMMETT R. FRY, I. K. FARLEY,]	
VIVIAN WORDEN, JOHN ROSE AND]	
MARLENE ANGLIN.	]	TEXAS.

to Vivian Worden, Defendant in the above cause, or Douglass D. Hearne, her attorney of record:

You will take notice that after the expiration of Ten (10) days after the service hereof, by authority and means of a commission heretofore issued by the Clerk of such Court, to-wit: on the 2nd day of December, A. D. 1969, the oral deposition of Vivian Worden, who resides in Travis County, Texas, will be taken, to be used as testimony at the trial of such cause, and that such deposition will be so taken at the office of Sam Bass and Robert E. L. Looney at 1802 Westgate Building within the City of Austin, Travis County, Texas, on the 15th day of December, A. D. 1969, at 9:00 o'clock A. M..

/S/ Sam Bass
Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc.

A copy of the within notice of intention to take the oral deposition of Vivian Worden was on the 4th day of December, A. D. 1969, by me, the undersigned attorney for the Plaintiff, a person competent to testify and to make this return, duly served by delivering to Douglass D. Hearne the attorney of record of Vivian Worden, by certified mail, to his last known address, that is Capital National Bank Building, Austin, Texas.

/S/ Sam Bass
Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc.

THE STATE OF TEXAS ;
COUNTY OF BRAZORIA

Before me, a Notary Public in and for Brazoria County, Texas, on this day personally appeared Sam Bass, to me well known to be a credible person and qualified in all respects to make this affidavit, who being by me duly sworn, upon oath says: That he has read the foregoing notice of intention to take the oral deposition of Vivian Worden designed to be used in the cause of Austin Lake Estates Recreation Club, Inc. and J. W. Moore, VS. Robert S. Gilliam, Charles C. Peterson, Dillard F. Vickers, Emmett R. Fry, I. K. Farley, Vivian Worden, John Rose and Marlene Anglin, Number 175, 131, in the 126th Judicial District Court of Travis County, Texas, and knows the contents thereof, and that he is an attorney for the Plaintiff and that such notice and statements therein is in every respect true and correct.

/S/ Sam Bass
Sam Bass

Subscribed and sworn to before me, by the said Sam Bass, this the 4th day of December, A. D. 1969, to certify which witness my hand and seal of office.

/S/ Lula J. Bass
Notary Public in and for Brazoria County,
Texas.

6891 MA 50 2 2 330 (SEAL)

STANDARD TIME
EASTERN TIME
1969

NOTED

STATE OF TEXAS, Plaintiff
vs.
JAMES EARL RAY, Defendant

Case No. 12345

That the Defendant, JAMES EARL RAY, is a person of evil fame and notorious character, and that he is guilty of the crime of MURDER, in violation of the laws of the State of Texas, and that he is a person who is dangerous to the community and to the peace and good order of the State of Texas.

That the Defendant, JAMES EARL RAY, is a person who is guilty of the crime of MURDER, in violation of the laws of the State of Texas, and that he is a person who is dangerous to the community and to the peace and good order of the State of Texas.

That the Defendant, JAMES EARL RAY, is a person who is guilty of the crime of MURDER, in violation of the laws of the State of Texas, and that he is a person who is dangerous to the community and to the peace and good order of the State of Texas.

That the Defendant, JAMES EARL RAY, is a person who is guilty of the crime of MURDER, in violation of the laws of the State of Texas, and that he is a person who is dangerous to the community and to the peace and good order of the State of Texas.

That the Defendant, JAMES EARL RAY, is a person who is guilty of the crime of MURDER, in violation of the laws of the State of Texas, and that he is a person who is dangerous to the community and to the peace and good order of the State of Texas.

That the Defendant, JAMES EARL RAY, is a person who is guilty of the crime of MURDER, in violation of the laws of the State of Texas, and that he is a person who is dangerous to the community and to the peace and good order of the State of Texas.

That the Defendant, JAMES EARL RAY, is a person who is guilty of the crime of MURDER, in violation of the laws of the State of Texas, and that he is a person who is dangerous to the community and to the peace and good order of the State of Texas.

FILED

Dec 9 9 02 AM 1969

R.T. MONTGOMERY, JR. CLERK

DISTRICT COURT
TARRANT COUNTY, TEXAS

NOTED

AUSTIN LAKE ESTATES RECREATION CLUB, INC. AND J. W. MOORE	]	IN THE 126th JUDICIAL
]	
VS.	]	DISTRICT COURT OF
]	
ROBERT S. GILLIAM, CHARLES C. PETTERSON, DILLARD F. VICKERS, EMMETT R. FRY, I. K. FARLEY, VIVIAN WORDEN, JOHN ROSE AND MARLENE ANGLIN.	]	TRAVIS COUNTY,
]	
	]	TEXAS.

TO JOHN ROSE, Defendant in the above cause, or Douglass D. Hearne

his Attorney of Record:

You will take notice that after the expiration of Ten (10) days after the service hereof, by authority and means of a commission heretofore issued by the Clerk of such Court, to-wit: on the 2nd day of December, A.D. 1969, the oral deposition of John Rose, who resides in Travis County, Texas, will be taken, to be used as testimony at the trial of such cause, and that such deposition will be so taken at the office of Sam Bass and Robert E. L. Looney at 1802 Westgate Building within the City of Austin, Travis County, Texas, on the 15th day of December, A.D. 1969, at 9:00 o'clock A.M..

/S/ Sam Bass
Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc.

A copy of the within notice of intention to take the oral deposition of John Rose was on the 4th day of December, A.D. 1969, by me, the undersigned attorney for the Plaintiff, a person competent to testify and to make this return, duly served by delivering to Douglass D. Hearne the Attorney of record of John Rose, by certified mail, to his last known address, that is Capital National Bank Building, Austin, Texas.

/S/ Sam Bass
Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc.

THE STATE OF TEXAS]
COUNTY OF BRAZORIA]

Before me, a Notary Public in and for Brazoria County, Texas, on this day personally appeared Sam Bass, to me well known to be a credible person and qualified in all respects to make this affidavit, who being by me duly sworn, upon oath says: That he has read the foregoing notice of intention to take the oral deposition of John Rose designed to be used in the cause of Austin Lake Estates Recreation Club, Inc. and J. W. Moore, VS. Robert S. Gilliam, Charles C. Petterson, Dillard F. Vickers, Emmett R. Fry, I. K. Farley, Vivian Worden, John Rose and Marlene Anglin, Number 175, 131, in the 126th Judicial District Court of Travis County, Texas, and knows the contents thereof, and that he is an attorney for the Plaintiff and that such notice and statements therein is in every respect true and correct.

/S/ Sam Bass
Sam Bass

Subscribed and sworn to before me, by the said Sam Bass, this the 4th day of December, A.D. 1969, to certify which witness my hand and seal of office.

FILED
1969 NOV 27 10 30 AM
/S/ Lula J. Bass
Notary Public in and for Brazoria County,
Texas.

(SEAL)

NOTED

ALL THE ABOVE NAMED PERSONS, TO-WIT: ROBERT S. CHILMAN, CLERK OF DISTRICT COURT, TRAVIS COUNTY, TEXAS; WILLIAM E. VICKERS, JR., ATTORNEY AT LAW, 1000 WEST 10TH STREET, AUSTIN, TEXAS; JOHN R. BERRY, JR., ATTORNEY AT LAW, 1000 WEST 10TH STREET, AUSTIN, TEXAS; and JOHN R. BERRY, JR., ATTORNEY AT LAW, 1000 WEST 10TH STREET, AUSTIN, TEXAS.

TO JOHN R. BERRY, JR., Defendant in the above named cause, do hereby certify that the within and foregoing is a true and correct copy of the original of the same as the same appears in the files of the District Court, Travis County, Texas, on the 15th day of December, A.D. 1969, at 9:00 o'clock A.M.

Witness my hand and the seal of said Court, this 15th day of December, A.D. 1969, at 9:00 o'clock A.M.

THE STATE OF TEXAS
COUNTY OF TRAVIS
I, Robert S. Chilman, Clerk of the District Court, Travis County, Texas, do hereby certify that the within and foregoing is a true and correct copy of the original of the same as the same appears in the files of the District Court, Travis County, Texas, on the 15th day of December, A.D. 1969, at 9:00 o'clock A.M.

Subscribed and sworn to before me, on this 15th day of December, A.D. 1969, at 9:00 o'clock A.M., at Austin, Texas, the said

FILED

5 9 01 AM 1969

CLERK
DISTRICT COURTS
TRAVIS COUNTY, TEXAS

1000

AUSTIN LAKE ESTATES RECREATION CLUB, INC. and J. W. MOORE	]	IN THE 126th JUDICIAL
]	
VS.	]	DISTRICT COURT OF
]	
ROBERT W. GILLIAM, CHARLES C. PETTERSON, DILLARD F. VICKERS, EMMETT R. FRY, I. K. FARLEY, VIVIAN WORDEN, JOHN ROSE and MARLENE ANGLIN.	]	TRAVIS COUNTY,
	]	TEXAS

TO MARLENE ANGLIN, DEFENDANT in the above cause, or Douglass D. Hearne, her attorney of record:

You will take notice that after the expiration of Ten (10) days after the service hereof, by authority and means of a commission heretofore issued by the Clerk of such Court, to-wit: on the 2nd day of December, A.D. 1969, the oral deposition of Marlene Anglin, who resides in Travis County, Texas, will be taken, to be used as testimony at the trial of such cause, and that such deposition will be so taken at the office of Sam Bass and Robert E. L. Looney at 1802 Westgate Building within the City of Austin, Travis County, Texas, on the 15th day of December, A.D. 1969, at 9:00 O'clock A. M. .

/S/ Sam Bass
Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc.

A copy of the within notice of intention to take the oral deposition of Marlene Anglin was on the 4th day of December, A.D. 1969, by me, the undersigned Attorney for the Plaintiff, a person competent to testify and to make this return, duly served by delivery to Douglass D. Hearne the Attorney of record of Marlene Anglin, by certified mail, to his last known address, that is Capital National Bank Building, Austin, Texas.

/S/ Sam Bass
Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc.

THE STATE OF TEXAS]
COUNTY OF BRAZORIA]

Before me, a Notary Public in and for Brazoria County, Texas, on this day personally appeared Sam Bass, to me well known to be a credible person and qualified in all respects to make this affidavit, who being by me duly sworn, upon oath says: That he has read the foregoing notice of intention to take the oral deposition of Marlene Anglin designed to be used in the cause of Austin Lake Estates Recreation Club, Inc. and J. W. Moore, VS. Robert S. Gilliam, Charles C. Petterson, Dillard F. Vickers, Emmett R. Fry, I. K. Farley, Vivian Worden, John Rose and Marlene Anglin, Number 175, 131, in the 126th Judicial District Court of Travis County, Texas, and knows the contents thereof, and that he is an attorney for the Plaintiff and that such notice and statements therein is in every respect true and correct.

/S/ Sam Bass
Sam Bass

Subscribed and sworn to before me, by the said Sam Bass, this the 4th day of December, A.D. 1969, to certify which witness my hand and seal of office.

FILED

2001 MA/6/20/69 Sam Bass
Notary Public within and for Brazoria County, Texas.

(SEAL)

NOTARY PUBLIC

NOTED

ROBERT W. THOMAS, Plaintiff,
vs.
THE STATE OF TEXAS, Defendant.

ROBERT W. THOMAS, Plaintiff,
vs.
THE STATE OF TEXAS, Defendant.

ROBERT W. THOMAS, Plaintiff,
vs.
THE STATE OF TEXAS, Defendant.

ROBERT W. THOMAS, Plaintiff,
vs.
THE STATE OF TEXAS, Defendant.

ROBERT W. THOMAS, Plaintiff,
vs.
THE STATE OF TEXAS, Defendant.

ROBERT W. THOMAS, Plaintiff,
vs.
THE STATE OF TEXAS, Defendant.

ROBERT W. THOMAS, Plaintiff,
vs.
THE STATE OF TEXAS, Defendant.

ROBERT W. THOMAS, Plaintiff,
vs.
THE STATE OF TEXAS, Defendant.

ROBERT W. THOMAS, Plaintiff,
vs.
THE STATE OF TEXAS, Defendant.

ROBERT W. THOMAS, Plaintiff,
vs.
THE STATE OF TEXAS, Defendant.

ROBERT W. THOMAS, Plaintiff,
vs.
THE STATE OF TEXAS, Defendant.

ROBERT W. THOMAS, Plaintiff,
vs.
THE STATE OF TEXAS, Defendant.

ROBERT W. THOMAS, Plaintiff,
vs.
THE STATE OF TEXAS, Defendant.

ROBERT W. THOMAS, Plaintiff,
vs.
THE STATE OF TEXAS, Defendant.

FILED

DEC 5 9 01 AM 1969

R. T. Martin, Jr. CLERK

WILMINGTON COUNTY, TEXAS

AUSTIN LAKE ESTATES RECREATION CLUB, INC. AND J. W. MOORE	]	IN THE 126th JUDICIAL
]	
VS.	]	DISTRICT COURT
]	
ROBERT S. GILLIAM, CHARLES C. PETERSON, DILLARD F. VICKERS, EMMETT R. FRY, I. K. FARLEY, VIVIAN WORDEN, JOHN ROSE AND MARLENE ANGLIN.	]	OF
	]	TRAVIS COUNTY,
	]	TEXAS.

TO DILLARD F. VICKERS, Defendant in the above cause, or Douglass

D. Hearne, his Attorney of Record:

You will take notice that after the expiration of Ten (10) days after the service hereof, by any writ and means of a commission heretofore issued by the Clerk of such Court, to-wit: on the 12th day of December, A. D. 1969, the oral deposition of Dillard F. Vickers, who resides in Travis County, Texas, will be taken, to be used as testimony at the trial of such cause, and that such deposition will be so taken at the office of Sam Bass and Robert E. L. Looney at 1802 Westgate Building within the City of Austin, Travis County, Texas, on the 15th day of December, A. D. 1969, at 9:00 O'clock A. M..

/S/ Sam Bass
Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc.

A copy of the within notice of intention to take the oral deposition of Dillard F. Vickers was on the 4th day of December, A. D. 1969, by me, the undersigned attorney for the Plaintiff, a person competent to testify and to make this return, duly served by delivering to Douglass D. Hearne the attorney of record of Dillard F. Vickers, by certified mail, to his last known address, that is Capital National Bank Building, Austin, Texas.

/S/ Sam Bass
Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc.

THE STATE OF TEXAS
COUNTY OF BRAZORIA

BEFORE ME, a Notary Public within and for Brazoria County, Texas, on this day personally appeared Sam Bass, to me well known to be a credible person and qualified in all respects to make this affidavit, who being by me duly sworn, upon oath says: That he has read the foregoing notice of intention to take the oral deposition of Dillard F. Vickers designed to be used in the cause of Austin Lake Estates Recreation Club, Inc. and J. W. Moore, VS. Robert S. Gilliam, Charles C. Peterson, Dillard F. Vickers, Emmett R. Fry, I. K. Farley, Vivian Worden, John Rose and Marlene Anglin, Number 175, 131, in the 126th Judicial District Court of Travis County, Texas, and knows the contents thereof, and that he is an attorney for the Plaintiff and that such notice and statements therein is in every respect true and correct.

/S/ Sam Bass
Sam Bass

Subscribed and sworn to before me, by the said Sam Bass, this the 4th day of December, A. D. 1969, to certify which witness my hand and seal of office.

03119
NOTARY PUBLIC
Brazoria County, Texas

NOTED

/S/ Lula J. Bass
Notary Public in and for Brazoria County, Texas.

AUSTIN LAW FIRM REPRESENTATION
CLINT, DICK, AND A. W. BROWN

APPOINTMENT COPY

ROBERT W. GILLMAN, CHAIRMAN
PETERSON, WILLIAM F. VICE PRES
EMMETT L. FRY, J. L. TAYLOR
VITALA, ALDEN, JOHN ROSE AND
MAGUIRE, WOODLIF

TO THE HONORABLE THE JUSTICE OF THE PEACE

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FILED
Dec 5 9 02 AM 1969
D.T. Martiny, Jr. CLERK
DISTRICT COURT
TRAVIS COUNTY, TEXAS

AUSTIN LAKE ESTATES RECREATION CLUB, INC. AND J. W. MOORE	]	IN THE 126th JUDICIAL
]	
VS.	]	DISTRICT COURT OF
]	
ROBERT S. GILLIAM, CHARLES C. PETTERSON, DILLARD F. VICKERS, EMMETT R. FRY, I. K. FARLEY, VIVIAN WORDEN, JOHN ROSE AND MARLENE ANGLIN.	]	TRAVIS COUNTY,
]	
	]	TEXAS.

TO EMMETT R. FRY, Defendant in the above cause, or Douglass D.

Hearne, his Attorney of Record:

You will take notice that after the expiration of Ten (10) days after the service hereof, by authority and means of a commission heretofore issued by the Clerk of such Court, to-wit: on the 2nd day of December, A. D. 1969, the oral deposition of Emmett R. Fry, who resides in Travis County, Texas, will be taken, to be used as testimony at the trial of such cause, and that such deposition will be so taken at the office of Sam Bass and Robert E. L. Looney at 1802 Westgate Building within the City of Austin, Travis County, Texas, on the 15th day of December, A. D. 1969, at 9.00 O'clock A. M. .

/S/ Sam Bass
Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc.

A copy of the within notice of intention to take the oral deposition of Emmett R. Fry was on the 4th day of December, A. D. 1969, by me, the undersigned attorney for the Plaintiff, a person competent to testify and to make this return, duly served by delivering to Douglass D. Hearne the Attorney of record of Emmett R. Fry, by certified mail, to his last known address, that is Capital National Bank Building, Austin, Texas.

/S/ Sam Bass
Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc.

THE STATE OF TEXAS
COUNTY OF BRAZORIA

Before me, a Notary Public in and for Brazoria County, Texas, on this day personally appeared Sam Bass, to me well known to be a credible person and qualified in all respects to make this affidavit, who being by me duly sworn, upon oath says: That he has read the foregoing notice of intention to take the oral deposition of Emmett R. Fry designed to be used in the cause of Austin Lake Estates Recreation Club, Inc. and J. W. Moore, VS Robert S. Gilliam, Charles C. Pettersen, Dillard F. Vickers, Emmett R. Fry, I. K. Farley, Vivian Worden, John Rose and Marlene Anglin, Number 175, 131, in the 126th Judicial District Court of Travis County, Texas, and knows the contents thereof, and that he is an attorney for the Plaintiff and that such notice and statements therein is in every respect true and correct.

/S/ Sam Bass
Sam Bass

Subscribed and sworn to before me by the said Sam Bass, this the 4th day of December, A. D. 1969, to certify which witness my hand and seal of office.

8881 MA 50 @ 2 350

/S/ Lula J. Bass
Notary Public in and for Brazoria County, Texas.

(SEAL)

NOTED

12

IN THE DISTRICT COURT OF THE COUNTY OF TARRANT, TEXAS

STATE OF TEXAS, Plaintiff, vs. JAMES EARL RAY, Defendant.

THE STATE OF TEXAS, by and through the undersigned Attorney General, do hereby certify that the following is a true and correct copy of the original as the same appears in the files of the State:

That the original is a true and correct copy of the original as the same appears in the files of the State.

Witness my hand and the seal of the State at Austin, Texas, this 12th day of December, 1963.

Attorney General

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

FILED
Dec 5 9 02 AM 1963
A. J. Marting, CLERK
DISTRICT COURTS
TARRANT COUNTY, TEXAS

AUSTIN LAKE ESTATES RECREATION CLUB, INC. AND J. W. MOORE	]	IN THE 126th JUDICIAL
]	
VS.	]	DISTRICT COURT OF
]	
ROBERT S. GILLIAM, CHARLES C. PETERSON, DILLARD F. VICKERS, EMMETT R. FRY, I. K. FARLEY, VIVIAN WORDEN, JOHN ROSE AND MARLENE ANGLIN.	]	TRAVIS COUNTY,
	]	TEXAS.

TO I. K. FARLEY, Defendant in the above cause, or Douglass D. Hearne his Attorney of Record:

You will take notice that after the expiration of Ten (10) days after the service hereof, by authority and means of a commission heretofore issued by the Clerk of such Court, to-wit: on the 7th day of December, A. D. 1969, the oral deposition of I. K. Farley, who resides in Travis County, Texas, will be taken, to be used as testimony at the trial of such cause, and that such deposition will be so taken at the office of Sam Bass and Robert E. L. Looney at 1802 Westgate Building within the City of Austin, Travis County, Texas, on the 15th day of December, A. D. 1969, at 9:00 O'clock A. M..

/s/ Sam Bass
Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc.

A copy of the within notice of intention to take the oral deposition of I. K. Farley was on the 4th day of December, A. D. 1969, by me, the undersigned attorney for the Plaintiff, a person competent to testify and to make this affidavit and return, duly served by delivering to Douglass D. Hearne, the attorney of record of I. K. Farley by certified mail, to his last known address, that is Capital National Bank Building, Austin, Texas.

/s/ Sam Bass
Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc.

THE STATE OF TEXAS)
COUNTY OF BRAZORIA)

Before me, a Notary Public in and for Brazoria County, Texas, on this day personally appeared Sam Bass, to me well known to be a credible person and qualified in all respects to make this affidavit, who being by me duly sworn, upon oath says: That he has read the foregoing notice of intention to take the oral deposition of I. K. Farley designed to be used in the cause of Austin Lake Estates Recreation Club, Inc. and J. W. Moore, VS. Robert S. Gilliam, Charles C. Peterson, Dillard F. Vickers, Emmett R. Fry, I. K. Farley, Vivian Worden, John Rose and Marlene Anglin, Number 175, 131, in the 126th Judicial District Court of Travis County, Texas, and knows the contents thereof, and that he is an attorney for the Plaintiff and that such notice and statements therein is in every respect true and correct.

/s/ Sam Bass
Sam Bass

Subscribed and sworn to before me, by the said Sam Bass, this the 4th day of December, A. D. 1969, to testify which witness my hand and seal of office.

FILED

/s/ Lula L. Bass
Notary Public within and for Brazoria County, Texas.

NOTARY PUBLIC (SEAL)

NOTED

AUSTIN LAKE ESTATES RECREATION CLUB, INC. AND J. W. MOORE	]	IN THE 126th JUDICIAL
]	
VS.	]	DISTRICT COURT OF
]	
ROBERT S. GILLIAM, CHARLES C. PETTERSON, DILLARD F. VICKERS, EMMETT R. FRY, I. K. FARLEY, VIVIAN WORDEN, JOHN ROSE AND MARLENE ANGLIN	]	TRAVIS COUNTY,
]	
	]	TEXAS.

TO CHARLES C. PETTERSON, Defendant in the above cause, or Douglas D. Hearne, his Attorney of Record:

You will take notice that after the expiration of Ten (10) days after the service hereof, by authority and means of a commission heretofore issued by the Clerk of such court, to-wit: on the 2nd day of December, A.D. 1969, the Oral Deposition of Charles C. Petterson, who resides in Travis County, Texas, will be taken, to be used as testimony at the trial of such cause, and that such deposition will be so taken at the office of Sam Bass and Robert E. L. Looney at 1802 Westgate Building within the City of Austin, Travis County, Texas, on the 15th day of December, A. D. 1969, at 9:00 O'clock A. M..

/S/ Sam Bass

Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc..

A copy of the within notice of intention to take the oral deposition of Charles C. Petterson was on the 4th day of December, A.D. 1969, by me, the undersigned attorney for the Plaintiff, a person competent to testify and to make this return, duly served by delivering to Douglas D. Hearne the attorney of record of Charles C. Petterson, by certified mail, to his last known address, that is Capital National Bank Building, Austin, Texas

/S/ Sam Bass

Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc..

THE STATE OF TEXAS]
COUNTY OF BRAZORIA]

Before me, a Notary Public within and for Brazoria County, Texas, on this day personally appeared Sam Bass, to me well known to be a credible person and qualified in all respects to make this affidavit, who being by me duly sworn, upon oath says: That he has read the foregoing notice of intention to take the oral deposition of Charles C. Petterson designed to be used in the cause of Austin Lake Estates Recreation Club, Inc. and J. W. Moore, vs. Robert S. Gilliam, Charles C. Petterson, Dillard F. Vickers, Emmett R. Fry, I. K. Farley, Vivian Worden, John Rose and Marlene Anglin, Number 175, 131, in the 126th Judicial District Court of Travis County, Texas, and knows the contents thereof, and that he is an attorney for the Plaintiff and that such notice and statements therein is in every respect true and correct.

/S/ Sam Bass

Sam Bass

Subscribed and sworn to before me, by the said Sam Bass, this the 4th day of December, A.D. 1969, at Austin, Texas, which witness my hand and seal of office.

NOV 19 1969

/S/ Lulu F. Bass

Notary Public within and for Brazoria County, Texas

(SEAL)

NOTED

AUSTIN LAKE ESTATES	]	IN THE 126th JUDICIAL
RECREATION CLUB, INC.	]	DISTRICT COURT
AND J. W. MOORE]	
]	
VS.	]	OF
]	
ROBERT S. GILLIAM, CHARLES	]	TRAVIS COUNTY,
C. PETERSON, DILLARD F.]	
VICKERS, EMMETT R. FRY,	]	TEXAS.
I. K. FARLEY, VIVIAN WORDEN,]	
JOHN ROSE AND MARLENE ANGLIN.]	

to
TO ROBERT S. GILLIAM, DEFENDANT IN THE ABOVE CAUSE, OR

Douglas J. Hendrix, HIS ATTORNEY OF RECORD:

You will take notice that after the expiration of Ten (10) days after the service hereof, by authority and means of a commission heretofore issued by the Clerk of such court, to-wit: on the 15th day of December, A. D. 1969, the Oral Deposition of Robert S. Gilliam, who resides in Travis County, Texas, will be taken, to be used as testimony at the trial of such cause, and that such deposition will be so taken at the office of Sam Bass and Robert E. L. Looney at 1302 Westgate Building within the City of Austin, Travis County, Texas, on the 15th day of December, A. D. 1969, at 9:00 o'clock A. M..

151 Sam Bass

Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc.

A copy of the within notice of intention to take the oral deposition of Robert S. Gilliam was on the 15th day of December, A. D. 1969, be me, the undersigned attorney for the Plaintiff, a person competent to testify and to make this return, duly served by delivering to Douglas J. Hendrix the attorney of record of Robert S. Gilliam, by certified mail, to his last known address, that is Capital National Bank Building
Austin, Texas

151 Sam Bass

Sam Bass, Attorney for Austin Lake Estates Recreation Club, Inc..

THE STATE OF TEXAS
COUNTY OF BRAZORIA

BEFORE ME, A Notary Public in and for Brazoria County, Texas, on this day personally appeared Sam Bass, to me well known to be a credible person and qualified in all respects to make this affidavit, who being by me duly sworn, upon oath says: That he has read the foregoing Notice of Intention to take the Oral Deposition of Robert S. Gilliam designed to be used in the cause of Austin Lake Estates Recreation Club, Inc., and J. W. Moore, vs. Robert S. Gilliam, Charles C. Peterson, Dillard F. Vickers, Emmett R. Fry, I. K. Farley, Vivian Worden, John Rose and Marlene Anglin, Number 175, 131, in the 126th Judicial District Court of Travis County, Texas, and knows the contents thereof, and that he is an attorney for the Plaintiff and that such notice and statements therein is in every respect true and correct.

151 Sam Bass NOTARY

Subscribed and Sworn to before me, by the said Sam Bass, this the ^{4/81} day of December, A. D. 1889, to certify which witness my hand and seal of office.

18/ Lucien J. Bass
Notary Public within and for Brazoria County,
Texas.

(S.E.M.)

FILED
Dec 2 9 AM 1889

Notary Public
Notary Public
Brazoria County, Texas

FILED

Dec 8 9 02 AM 1969

D. T. [Signature] CLERK

CLERK
TARRANT COUNTY, TEXAS

SAM BASS

Attorney-at-Law
202 WEST 1ST STREET
FREEPORT, TEXAS

P. O. BOX 962

December 4, 1969

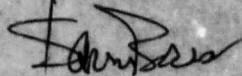
PHONE: BELMONT 3-5241

Hon. Douglass D. Keene
Law Office of Malone, Black & Hearne
Capital National Bank Building
Austin, Texas 78761

Dear Sir:

Please find enclosed notice of intention to take deposition in
Cause No. 175131, styled Austin Lake Estates Recreation Club, Inc.
vs. Robert S. Gilliam, et al.

Respectfully yours,



Sam Bass

SB:jm
Enc.

certified mail return requested
No. 189233

C
O
P
Y

AUSTIN LAKE ESTATES RECREATION
CLUB, INC., ET AL

IN THE 126TH JUDICIAL

VS.

DISTRICT COURT OF

ROBERT S. GILLIAM, ET AL

TRAVIS COUNTY, TEXAS

MOTION BY DEFENDANTS FOR LEAVE
TO FILE THIRD PARTY CROSS-ACTION

TO THE HONORABLE JAMES R. MEYERS, JUDGE OF SAID COURT:

Now come Robert S. Gilliam, Charles C. Petterson, Dillard L. Vickers, Emmett R. Fry, I. K. Farley, Vivian Worden, John Rose, and Marlene Anglin, defendants in the above styled and numbered cause, and respectfully move the Court for leave to file a cross-action, in this cause, against Ila B. Maberry, J. W. Moore, and Wroe Owens, pursuant to Rule 38, T.R.C.P., and in support of such Motion would respectfully show unto the Court the following:

1.

The above said named defendants intend to file the aforesaid cross-action in each of their individual capacities, and as members of a class representing and constituting the minority shareholders of the plaintiff corporation, Austin Lake Estates Recreation Club, Inc.

2.

These defendants, hereinafter referred to as cross-plaintiffs, all own stock in the plaintiff corporation, Austin Lake Estates Recreation Club, Inc., and are all property owners of lots in Austin Lake Estates, Sections 1, 2 and 3, subdivisions in Travis County, Texas.

3.

The said Iia B. Maberry, J. W. Moore and Wroe Owens, are shareholders in the plaintiff corporation. These cross-plaintiffs would show that the exact amount of stock claimed to be owned by Maberry, Moore and Owens is unknown to them, but the said cross-defendants have represented themselves as owning the majority of shares in the plaintiff corporation. The said J. W. Moore is the presently acting president of the plaintiff corporation.

4.

Cross-plaintiffs would show that virtually all of the stock in plaintiff corporation claimed to be owned by the cross-defendants was obtained by them for little, or no, consideration. As a result of the transfer to these cross-defendants of the shares of stock in the plaintiff corporation which they presently claim to own, the control and direction of the plaintiff corporation has been in the exclusive hands of the cross-defendants.

5.

By virtue of cross-defendants illegal and unlawful ownership of stock in the plaintiff corporation, the corporation has been mismanaged and manipulated to the detriment of these cross-defendants and all others who own stock in said corporation.

6.

By their third party cross-action, these cross-plaintiffs intend to seek the cancellation of the shares of stock presently held by cross-defendants and to remove the said J. W. Moore as president of said corporation through valid and lawful action of the shareholders.

WHEREFORE, premises considered, cross-plaintiffs pray that, upon notice to the plaintiffs, this Court grant them leave to

file a third party cross action against Ila B. Maberry, J. W. Moore, and Wroe Owens. in order to obtain and seek the relief aforesaid, and for such other relief as these movants may show themselves justly entitled.

Respectfully submitted,

MALONEY, BLACK & HEARNE
612 Capital National Bank Bldg.
Austin, Texas 78701

By *Douglas D. Hearne*
Attorneys for Defendants and
Cross-Plaintiffs

ORDER

Hearing is set on the foregoing Motion before this Court at

2:00 o'clock P. M. on the 8TH day of January, 1970.

Signed this 12th day of December, 1969.

James R. Meyer
Judge Presiding

CERTIFICATE OF SERVICE

A true and correct copy of the foregoing Motion, and Order setting a hearing thereon, has this day been mailed to Mr. Sam Bass, attorney of record for plaintiffs, at P. O. Box 962, Freeport, Texas 77541, certified U. S. Mail, return receipt requested, No. 478452.

Douglas D. Hearne
Douglas D. Hearne

AUSTIN LAKE ESTATE RECREATION
CLUB, INC., ET AL

IN THE 126TH JUDICIAL

VS.

DISTRICT COURT OF

ROBERT S. GILLIAM, ET AL

TRAVIS COUNTY, TEXAS

CROSS-PETITION

TO THE HONORABLE JAMES R. MEYERS, JUDGE OF SAID COURT:

Now come Robert S. Gilliam, Charles C. Petterson, Dillard L. Vickers, Emmett R. Fry, W. P. Farley, Vivian Worden, John Rose, and Marlene Anglin, individually, and as representatives of a class representing the minority shareholders in the corporation known as Austin Lake Estates Recreation Club, Inc., and with leave of court first having been had and obtained, file this, their Cross-Action, and would show unto the Court the following:

1.

All of the cross-plaintiffs reside in Travis County, Texas.

The cross-defendants are Ila B. Maberry, J. W. Moore and wife, Hazel Moore, Wroe Owens, and Austin Lake Estates Recreation Club, Inc.

The cross-defendant, Ila B. Maberry resides in Travis County, Texas, where she may be located for service of process at 1806 Lake Shore Drive, Austin, Texas.

The cross-defendants J. W. Moore and wife, Hazel Moore, reside in Travis County, Texas, where they may be located for service of process at 709 Patterson Drive, Austin, Texas, or at Lakeview Inn, 3800 Lake Austin Blvd., Austin, Texas.

The cross-defendant, Wroe Owens, resides in Austin, Travis County, Texas, where he may be located for service of process at 2517 Pecos Street.

NOTED

The cross-defendant, Austin Lake Estates Recreation Club, Inc., is a domestic corporation, with its principal domicile and place of business in Travis County, Texas, and upon whom service of process may be had by serving its president, J. W. Moore, who may be located at 709 Patterson Drive, Austin, Texas, or at Lakeview Inn, 3800 Lake Austin Blvd., Austin, Texas.

Each of the cross-plaintiffs owns stock in the corporation, Austin Lake Estates Recreation Club, Inc., and are all property owners of lots in Austin Lake Estates, Sections One (1), Two (2), and Three (3) Subdivisions in Travis County, Texas, or in Lakeridge Subdivision in Travis County, Texas. This cross-action is brought by them, individually, and as members of a class representing and constituting the minority shareholders of the corporation, Austin Lake Estates Recreation Club, Inc.

3.

At the present time, the cross-defendants, Maberry, J. W. Moore and Hazel Moore and Owens, claim to own individually, or in trust for others, certain shares of the capital stock of the corporation, Austin Lake Estates Recreation Club, Inc., the exact amount of such stock claimed to be owned by said cross-defendants, in either capacity, being unknown to the cross-plaintiffs. Cross-plaintiffs allege, however, that certain shares of the stock presently held and owned by the cross-defendants have been illegally issued by the corporation, Austin Lake Estates Recreation Club, Inc., in that they were issued contrary to the Article of Incorporation and By-Laws of said corporation, and were issued for no, or, in the alternative, inadequate, consideration as a matter of law.

4.

By virtue of the alleged ownership by the cross-defendants, Maberry, J. W. and Hazel Moore, and Owens, of the capital stock in

Austin Lake Estates Recreation Club, Inc., they claim, and are attempting to assert, a majority ownership of the stock in said corporation, and have, for some time prior to the filing of this cross-action, controlled, manipulated, and otherwise directed the operations and affairs of said corporation to the prejudice of the rights of these cross-plaintiffs, and of the minority shareholders of said corporation.

5.

Heretofore, on November 10, 1948 Charles A. Duffy and wife, Edna Duffy, were the owners of Lots Nos. Four (4) and Fourteen (14), of Ceban Ranch, Lakeview Acres, a subdivision in Travis County, Texas, as shown by the Plat thereof of record in Book 5, Page 43, of the Plat Records of Travis County, Texas. On that date, by instrument of record in Volume 943, Page 115, of the Deed Records of Travis County, Texas, the said Charles A. Duffy and Edna Duffy, dedicated and impressed the aforesaid two lots with a perpetual easement of ingress and egress to the lakefront of Lake Austin. Reference is hereby made to the aforesaid Deed of Dedication and it is incorporated herein for all purposes.

At the time of the aforesaid dedication, the two lots aforesaid were accepted and used by the other property owners in said subdivision, as means of ingress and egress to the waters of Lake Austin, and Lot No. Four (4) has thereafter been so used. There has never been a revocation of the aforesaid Dedication, nor has the same been abandoned or vacated in any way.

6.

On or about December 15, 1958, Austin Lake Estates, Inc., a Texas corporation, by instrument of record in Volume 1992, Page 49, of the Deed Records of Travis County, Texas, rededicated and granted

unto the owners of lots in Austin Lake Estates Section 1, a subdivision in Travis County, Texas, according to the map or plat thereof of record in Book 9, Page 34, of the Plat Records of Travis County, Texas, a perpetual easement to use that portion of the aforesaid Lot No. Four (4), Cebal Ranch, Lakeview Acres, fronting on Lake Austin and extending back from the lake to a point fifty feet for use as a picnic and park grounds, swimming and for launching and landing boats, and as an easement of ingress and egress over existing roads and other roads in and over said lot for the purpose of going to and from the said designated property for use as a picnic and park grounds, swimming, and launching area. At that time, said property was accepted and used by the owners of lots in Section 1 of Austin Lake Estates, and has thereafter been so used. Said Dedication has never been revoked, or otherwise abandoned.

The aforesaid referenced Deed of Dedication as above pled, is incorporated herein, and adopted hereby, for all purposes.

7.

On or about October 21, 1959, Austin Lake Estates, Inc., by instrument of record in Volume 2105, Page 66, of the Deed Records of Travis County, Texas, conveyed unto the cross-defendant, Austin Lake Estates Recreation Club, Inc., Lot No. Four (4) in Cebal Ranch, Lakeview Acres, a subdivision of Travis County, Texas, according to the map or plat thereof of record in Book 5, Page 43 of the Plat Records of Travis County, Texas. Said conveyance was made expressly subject to all of the rights and privileges of the owners of lots in Austin Lake Estates, Sections One (1), Two (2), and Three (3) Subdivision in Travis County, Texas, as well as to the aforesaid easements theretofore granted and dedicated by the said Charles A. Duffy and wife, Edna Duffy, and Austin Lake Estates, Inc.

8.

These cross-plaintiffs, and other members of the class which they represent, have used and enjoyed the aforesaid Lot No. Four, as a means of ingress and egress between their respective lots in Austin Lake Estate and the waters of Lake Austin.

9.

Heretofore, prior to June 23, 1969, the cross-defendants, Maberry, J. W. and Hazel Moore and Owens, threatened to convey, or otherwise dispose of, the aforesaid Lot No. Four, to third parties under deeds of conveyance and other encumbrances which were intended to violate the easement rights of these cross-plaintiffs, and the other members of the class which they represent, in and to said lot. This threatened action was intended to be carried out through manipulation and control asserted over the cross-defendant corporation, Austin Lake Estates Recreation Club, Inc.

On June 23, 1969, by and through a due and proper resolution of the majority of the Board of Directors of said cross-defendant corporation, a resolution was passed authorizing said corporation by and through its then vice-president, Robert S. Gilliam, one of the cross-plaintiffs herein, to convey the westernmost 303 feet of said Lot Four to the cross-plaintiffs, Fry, Petterson, Vickers and Farley as Trustees for all of the lot owners in Austin Lake Estates, Sections One (1), Two (2), and Three (3), as well as for all present and future owners of lots out of the original 862.16 acre tract adjoining said subdivision. A copy of said Resolution is of record in Volume 3700, Page 1544, of the Deed Records of Travis County, Texas, and reference is hereto made for all purposes.

Pursuant to the aforesaid Resolution, Austin Lake Estates Recreation Club, Inc., by and through its duly authorized vice-president, Robert S. Gilliam, on June 23, 1969, quitclaimed the

westernmost 303 feet of Lot Four, Ceban Ranch, Lakeview Acres, a subdivision in Travis County, Texas, according to the map or plat thereof of record in Book 5, Page 43, of the Plat Records of Travis County, Texas, to the aforesaid Fry, Petterson, Vickers and Farley, as Trustees.

10.

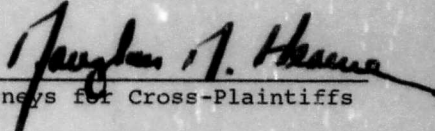
Cross-plaintiffs would further show that it is the common intent of the Articles of Incorporation and By-Laws of the cross-defendant, Austin Lake Estates Recreation Club, Inc., that the voting of shares therein shall be limited to one vote per stockholding family unit, irrespective of the number of shares claimed to be owned by each lot owner, but that such intent and purpose has been violated heretofore by the cross-defendants, Maberry, J. W. and Hazel Moore and Owens, to the detriment and prejudice of these cross-plaintiffs and the other members of the class which they represent herein.

WHEREFORE, premises considered, cross-plaintiffs pray that the cross-defendants, and each of them, be cited to appear herein, and that upon hearing hereof, the aforesaid Lot No. Four (4) of Ceban Ranch, Lakeview Acres, according to the map or plat thereof of record in Book 5, Page 43, of the Plat Records of Travis County, Texas, be declared permanently and perpetually impressed with an easement for ingress and egress by the lot owners of Austin Lake Estates, Sections One (1), Two (2), and Three (3), according to the map or plat thereof of record in Book 9, Page 34, of the Plat Records of Travis County, Texas, as well as for all present and future owners of lots subdivided out of the original 862.16 acre tract adjoining said Subdivision; that the shares of stock illegally

and unlawfully issued without adequate consideration from the cross-defendant, Austin Lake Estates Recreation Club, Inc., to the cross-defendants, Ila B. Maberry, J. W. and Hazel Moore and Wroe Owens, be cancelled and held void with respect to said corporation and with respect to the other shareholders of said corporation; that the said J. W. Moore and Ila B. Maberry be removed as officers and directors of said corporation; that the Articles of Incorporation and By-Laws of said cross-defendant corporation be construed and adjudicated by this Court limiting the vote of the capital stock thereof to one vote per stock-holding family unit in said subdivision; and for such other relief, at law and in equity, general and special, to which these cross-plaintiffs may show themselves justly entitled.

MALONEY, BLACK & HEARNE
612 Capital National Bank Bldg.
Austin, Texas 78701

By


Attorneys for Cross-Plaintiffs

CITATION

THE STATE OF TEXAS

To Wroe Owens
2517 Pecos Street - Pecos Mountain Park
Austin, Texas

Defendant, in the hereinafter styled and numbered cause:

You are hereby commanded to appear before the 126th District Court of Travis County, Texas, to be held at the courthouse of said County in the City of Austin, Travis County, Texas, by filing a written answer ^{Cross} to the petition of plaintiff at or before 10 o'clock a. m. of the Monday next after the expiration of 20 days after the date of service hereof, a copy of which accompanies this citation, in cause number

175,131, styled
Austin Lake Estate Recreation Club, Inc., et al, Plaintiff,
vs. Robert S. Gilliam, et al, Defendant,
filed in said court on the 25th day of February 19 70.

If this citation is not served within 90 days after date of its issuance, it shall be returned unserved.

WITNESS, O. T. MARTIN, JR., Clerk of the District Courts of Travis County, Texas.
Issued and given under my hand and seal of said Court at office in the City of Austin, this the 25th day of February, 19 70

O. T. MARTIN, JR.
Clerk of the District Courts of Travis County, Texas
By Jan Ashford
Deputy

RECEIVED
SHERIFFS DEPT.
TRAVIS COUNTY
FEB 25 4 46 PM '70

OFFICER'S RETURN

Came to hand on the 25th day of February, 1970, at 4:46 o'clock P. M.
Executed at Austin, within the County of Travis, at 9:40 o'clock A. M.
on the 2nd day of March, 19 70, by delivering to the within named
Wroe Owens

each, in person, a true copy of this citation together with the accompanying copy of the petition, having first attached such copy of such petition to such copy of citation and indorsed on such copy of citation the date of delivery.

Sheriff's Fee \$4.00

Sheriff Account
No. _____

To certify which witness my hand officially. _____

T. O. LANG

Sheriff of TRAVIS County, Texas

By CR Profit Deputy.
For Clerk's Use

FILED
MAR 5 7 03 AM 1971

O.T. Martin, Jr.
DISTRICT CLERK
TRAVIS COUNTY, TEXAS

Taxed _____
Return recorded _____
NOTED

CITATION

THE STATE OF TEXAS

To Austin Lake Estates Recreation Club, Inc., by serving J.W. Moore, President
709 Patterson Drive, or Lakeview Inn, 3800 Lake Austin Blvd.
Austin, Texas

Defendant, in the hereinafter styled and numbered cause:

You are hereby commanded to appear before the 126th District Court of Travis County, Texas, to be held at the courthouse of said County in the City of Austin, Travis County, Texas, by filing a written answer to the ^{Cross}petition of plaintiff at or before 10 o'clock a. m. of the Monday next after the expiration of 20 days after the date of service hereof, a copy of which accompanies this citation, in cause number

175,131, styled
Austin Lake Estate Recreation Club, Inc., et al, Plaintiff,
vs. Robert S. Gilliam, et al, Defendant,
filed in said court on the 25th day of February, 1970

If this citation is not served within 90 days after date of its issuance, it shall be returned unserved.

WITNESS, O. T. MARTIN, JR., Clerk of the District Courts of Travis County, Texas.
Issued and given under my hand and seal of said Court at office in the City of Austin, this the

25th day of February, 1970

O. T. MARTIN, JR.
Clerk of the District Courts of Travis County, Texas
By Jan Ashford Deputy

RECEIVED
SHERIFF'S DEPT.
TRAVIS COUNTY
FEB 26 4 45 PM '70

OFFICER'S RETURN

Came to hand on the 25th day of February, 1970, at 4:45 o'clock P. M.
Executed at Austin within the County of Travis, at 9:35 o'clock A. M.
on the 2nd day of March, 1970, by delivering to the within named
Austin Lake Estates Recreation Club, Inc. by serving J. W. Moore, President

each, in person, a true copy of this citation together with the accompanying copy of the petition, having first attached such copy of such petition to such copy of citation and indorsed on such copy of citation the date of delivery.

Sheriff's Fee \$4.00

Sheriff Account
No.

To certify which witness my hand officially.

T. O. LANG

Sheriff of TRAVIS County, Texas

By Elwood Nelson Deputy

For Clerk's Use

FILED
MAR 5 7 00 AM 1970

O.T. Martin, Jr. CLERK
DISTRICT COURT,
TRAVIS COUNTY, TEXAS

Taxed
Return recorded
NOTED

CITATION

THE STATE OF TEXAS

To Hazel Moore
1806 Lake Shore Drive
Austin, Texas

Defendant, in the hereinafter styled and numbered cause:

You are hereby commanded to appear before the 126th District Court of Travis County, Texas, to be held at the courthouse of said County in the City of Austin, Travis County,

Texas, by filing a written answer to the petition of plaintiff at or before 10 o'clock a. m. of the Monday next after the expiration of 20 days after the date of service hereof, a copy of which accompanies this citation, in cause number

175,131, styled

Austin Lake Estate Recreation Club, Inc., et al, Plaintiff

vs. Robert S. Gilliam, et al, Defendant

filed in said court on the 25th day of February, 1970

If this citation is not served within 90 days after date of its issuance, it shall be returned unserved.

WITNESS, O. T. MARTIN, JR., Clerk of the District Courts of Travis County, Texas. Issued and given under my hand and seal of said Court at office in the City of Austin, this the

25th day of February, 1970

O. T. MARTIN, JR. Clerk of the District Courts of Travis County, Texas

By Jan Askeford Deputy

RECEIVED SHERIFF'S DEPT. TRAVIS COUNTY FEB 25 4 45 PM '70

OFFICER'S RETURN

Came to hand on the 25th day of February, 1970, at 4:45 o'clock P. M.

Executed at Austin, with the County of Travis, at 9:05 o'clock A. M.

on the 3rd day of March, 1970, by delivering to the within named

Hazel Moore

each, in person, a true copy of this citation together with the accompanying copy of the petition, having first attached such copy of such petition to such copy of citation and indorsed on such copy of citation the date of delivery.

Sheriff's Fee \$4.00

Sheriff Account No.

To certify which witness my hand officially.

T. O. LANG

Sheriff of TRAVIS County, Texas

By Elwood Nelson Deputy

For Clerk's Use

FILED Mar 5 7 07 AM 1970

O.T. Martin Jr. CLERK DISTRICT COURTS TRAVIS COUNTY, TEXAS

Taxed Return recorded

NOTED

CITATION

THE STATE OF TEXAS

To J.W. Moore

709 Patterson Drive, Lakewiew Inn, 3800 Lake Austin Road

Austin, Texas

Defendant, in the hereinafter styled and numbered cause:

You are hereby commanded to appear before the 126th District Court of Travis County, Texas, to be held at the courthouse of said County in the City of Austin, Travis County, Texas, by filing a written answer to the petition of plaintiff at or before 10 o'clock a. m. of the Monday next after the expiration of 20 days after the date of service hereof, a copy of which accompanies this citation, in cause number

175,131, styled

Austin Lake Estate Recreation Club, Inc., et al, Plaintiff

vs. Robert S. Gilliam, et al, Defendant

filed in said court on the 25th day of February, 1970

If this citation is not served within 90 days after date of its issuance, it shall be returned unserved.

WITNESS, O. T. MARTIN, JR., Clerk of the District Courts of Travis County, Texas. Issued and given under my hand and seal of said Court at office in the City of Austin, this the

25th day of February, 1970.

O. T. MARTIN, JR. Clerk of the District Courts of Travis County, Texas

By Jan Bedford Deputy

OFFICER'S RETURN

Came to hand on the 25th day of February, 1970, at 4:46 o'clock P. M.

Executed at Austin, with in the County of Travis, at 9:35 o'clock A. M.

on the 2nd day of March, 1970, by delivering to the within named J. W. Moore

each, in person, a true copy of this citation together with the accompanying copy of the petition, having first attached such copy of such petition to such copy of citation and indorsed on such copy of citation the date of delivery.

Sheriff's Fee \$4.00

Sheriff Account No.

To certify which witness my hand officially.

T. O. LANG

Sheriff of TRAVIS County, Texas

By Elwood Nelson Deputy

For Clerk's Use

FILED

MAR 5 7 07 AM 1970

O.T. Martin, Jr. CLERK DISTRICT COURTS TRAVIS COUNTY, TEXAS

Taxed Return recorded

CITATION

THE STATE OF TEXAS

To Ila B. Maberry
1806 Lake Shore Drive
Austin, Texas

Defendant, in the hereinafter styled and numbered cause:

You are hereby commanded to appear before the 126th District Court of Travis County, Texas, to be held at the courthouse of said County in the City of Austin, Travis County, Texas, by filing a written answer to the petition of plaintiff at or before 10 o'clock a. m. of the Monday next after the expiration of 20 days after the date of service hereof, a copy of which accompanies this citation, in cause number

175,131, styled
Austin Lake Estate Recreation Club, In.c, et al, Plaintiff,
vs. Robert S. Gilliam, et al, Defendant,
filed in said court on the 25th day of February, 1970.

If this citation is not served within 90 days after date of its issuance, it shall be returned unserved.

WITNESS, O. T. MARTIN, JR., Clerk of the District Courts of Travis County, Texas.
Issued and given under my hand and seal of said Court at office in the City of Austin, this the 25th day of February, 1970.

O. T. MARTIN, JR.
Clerk of the District Courts of Travis County, Texas
By Jan Ashford Deputy

RECEIVED SHERIFF'S DEPT. TRAVIS COUNTY FEB 25 4 46 PM '70

OFFICER'S RETURN

Came to hand on the 25th day of February, 1970, at 4:46 o'clock P. M.
Executed at Austin, within the County of Travis, at 1:31 o'clock P. M.
on the 11th day of March, 1970, by delivering to the within named Ila B. Maberry

each, in person, a true copy of this citation together with the accompanying copy of the petition, having first attached such copy of such petition to such copy of citation, and indorsed on such copy of citation the date of delivery.

Sheriff's Fee \$4.00

Sheriff Account No.

To certify which witness my hand officially.

T. O. LANG

Sheriff of TRAVIS County, Texas

By Jeff C. Crow Deputy For Clerk's Use

FILED MAR 16 7 03 AM 1970

O.T. Martin, Jr. CLERK DISTRICT COURTS TRAVIS COUNTY, TEXAS

Taxed Return recorded

NO. 175,131

AUSTIN LAKE ESTATE RECREATION
CLUB, INC. ET AL

IN THE 126TH JUDICIAL

VS.

DISTRICT COURT OF

ROBERT S. GILIAM, ET AL

TRAVIS COUNTY, TEXAS

ORIGINAL ANSWER OF ILA B. MABERRY, CROSS DEFENDANT

TO SAID HONORABLE COURT:

Comes now Ila B. Maberry, defendant herein, and files this, her original answer, to the Cross-Petition of Cross-Plaintiffs, on file herein, and in support of said answer, this cross defendant would respectfully show, to wit;

1.

Ila B. Maberry denies each and every, all and singular, the allegations contained in Cross-Plaintiff's Cross-Petition, and demands strict proof thereof.

Wherefore, Premises considered, Ila B. Maberry prays that upon final hearing hereof, that the relief sought in Cross-Plaintiff's Cross-Petition be in all things denied; and for such other relief, at law and in equity, general and special, to which Ila B. Maberry may show herself justly entitled.

Law Offices of Bass & Looney
Westgate Building
Austin, Texas 78701
Phone: 472-2367

By

Robert Everett L. Looney
Robert Everett L. Looney
Attorneys for Ila B. Maberry

FILED

MAR 18 8 50 AM 1970

Take

D.T. Manning **NOTED**
DISTRICT COURT
TRAVIS COUNTY, TEXAS

AUSTIN LAKE ESTATES RECREATION CLUB, INC. ET AL

IN THE 126TH JUDICIAL

VS.

DISTRICT COURT OF

ROBERT S. GILLIAM, ET AL

TRAVIS COUNTY, TEXAS

ORIGINAL ANSWER OF AUSTIN LAKE ESTATES RECREATION CLUB, INC., CROSS DEFENDANT

TO SAID HONORABLE COURT:

Comes now Austin Lake Estates Recreation Club, Inc., et. al., defendant herein, by and through its President, J.W. Moore, and files this, its original answer, to the Cross-Petition of Cross-Plaintiffs, on file herein, and in support of said answer, this cross defendant would respectfully show, to wit;

1.

This Cross-defendant is a Texas Corporation. Its President is J.W. Moore, who is authorized to act for and in behalf of said corporation.

2.

Austin Lake Estates Recreation Club, Inc., denies each and every, all and singular, the allegations contained in Cross-Plaintiff's Cross-Petition, and demands strict proof thereof.

Wherefore, Premises considered, Austin Lake Estates Recreation Club, Inc., prays that upon final hearing hereof, that the relief sought in Cross-Plaintiff's Cross-Petition be in all things denied; and for such other relief, at law and in equity, general and special, to which this Cross-defendant may show itself justly entitled.

Law Offices of Bass & Looney
Westgate Building
Austin, Texas 78701
Phone: 472-2367

By Robert Everett L. Looney
Robert Everett L. Looney
Attorneys for Austin Lake Estates
Recreation Club, Inc.

FILED
MAR 23 8 54 AM 1970

D.T. [Signature] CLERK
DISTRICT COURTS
TRAVIS COUNTY, TEXAS

NOTED

FILED
✓

No. 175, 131

AUSTIN LAKE ESTATE RECREATION
CLUB, INC. ET AL

IN THE 126TH JUDICIAL

VS.

DISTRICT COURT OF

ROBERT S. GILLIAM, ET AL

TRAVIS COUNTY, TEXAS

ORIGINAL ANSWER OF J.W. MOORE, CROSS DEFENDANT

TO SAID HONORABLE COURT:

Comes now J.W. Moore, defendant herein, and files this, his original answer, to the Cross-Petition of Cross-Plaintiffs, on file herein, and in support of said answer, this cross defendant would respectfully show, to wit;

1.

J.W. Moore denies each and every, all and singular, the allegations contained in Cross-Plaintiff's Cross-Petition, and demands strict proof thereof.

Wherefore, Premises considered, J.W. Moore prays that upon final hearing hereof, that the relief sought in Cross-Plantiff's Cross-Petition be in all things denied; and for such other relief, at law and in equity, general and special, to which J.W. Moore may show himself justly entitled.

Law Offices of Bass & Looney
Westgate Building
Austin, Texas 78701
Phone: 472-2367

By Robert Everett L. Looney
Robert Everett L. Looney
Attorneys for J.W. Moore

FILED

MAR 23 8 54 AM 1976

D.T. [Signature]
DISTRICT COURT
TRAVIS COUNTY, TEXAS

NOTED

AUSTIN LAKE ESTATE RECREATION
CLUB, INC. ET AL

IN THE 126TH JUDICIAL

VS.

DISTRICT COURT OF

ROBERT S. GILLIAM, ET AL

TRAVIS COUNTY, TEXAS

ORIGINAL ANSWER OF HAZEL MOORE, CROSS DEFENDANT

TO SAID HONORABLE COURT:

Comes now Hazel Moore, defendant herein, and files this, her original answer, to the Cross-Petition of Cross-Plaintiffs, on file herein, and in support of said answer, this cross defendant would respectfully show, to wit:

1.

Hazel Moore denies each and every, all and singular, the allegations contained in Cross-Plaintiff's Cross-Petition, and demands strict proof thereof.

Wherefore, Premises considered, Hazel Moore prays that upon final hearing hereof, that the relief sought in Cross-Plaintiff's Cross-Petition be in all things denied; and for such other relief, at law and in equity, general and special, to which Hazel Moore may show herself justly entitled.

Law Offices of Bass & Looney
Westgate Building
Austin, Texas 78701

By

Robert Everett L. Looney
Robert Everett L. Looney
Attorneys for Hazel Moore

FILED

MAR 23 8 54 AM 1970

D. T. Martin CLERK

DEPARTMENT OF
TRAVIS COUNTY, TEXAS

11A4E1

NOTED

AUSTIN LAKE ESTATE RECREATION
CLUB, INC. ET AL

IN THE 126TH JUDICIAL

VS.

DISTRICT COURT OF

ROBERT S. GILLIAM, ET AL

TRAVIS COUNTY, TEXAS

ORIGINAL ANSWER OF ILA B. MABERRY, CROSS DEFENDANT

TO SAID HONORABLE COURT:

Comes now Ila B. Maberry, defendant herein, and files this, her original answer, to the Cross-Petition of Cross-Plaintiffs, on file herein, and in support of said answer, this cross defendant would respectfully show, to wit;

1.

Ila B. Maberry denies each and every, all and singular, the allegations contained in Cross-Plaintiff's Cross-Petition, and demands strict proof thereof.

Wherefore, Premises considered, Ila B. Maberry prays that upon final hearing hereof, that the relief sought in Cross-Plaintiff's Cross-Petition be in all things denied; and for such other relief, at law and in equity, general and special, to which Ila B. Maberry may show herself justly entitled.

Law Offices of Bass & Looney
Westgate Building
Austin, Texas 78701
Phone: 472-2367

By Robert Everett L. Looney
Robert Everett L. Looney
Attorneys for Ila B. Maberry

Fox River Bond
COTTON

FILED
MAR 23 8 54 AM 1970

D.T. [Signature]
DISTRICT COURT
TRAVIS COUNTY, TEXAS

NOTED

TAXED

NO. 175, 131

AUSTIN LAKE ESTATES	|	IN THE 126TH JUDICIAL
RECREATION CLUB, INC.	|	
ET AL	|	DISTRICT COURT OF
VS.	|	
ROBERT S. GILLIAM, ET AL	|	TRAVIS COUNTY, TEXAS

ORIGINAL ANSWER OF CROSS-DEFENDANT
WROE OWENS

TO THE HONORABLE JUDGE OF SAID COURT:

NOW COMES Wroe Owens, Cross-Defendant in the above entitled and numbered cause, and in answer to the Cross-Petition heretofore filed herein would show unto the Court as follows:

I.

This Cross-Defendant admits the allegations contained in Paragraphs 1 and 2 of such Cross-Petition.

II.

This Cross-Defendant admits that he owns stock of Austin Lake Estates Recreation Club, Inc. but specifically denies that this Cross-Defendant owns any stock that has been illegally issued by the corporation or issued for inadequate consideration as a matter of law.

III.

This Cross-Defendant specifically denies the allegations contained in Paragraphs 4 and 5 of such Cross-Petition.

IV.

This Cross-Defendant admits the allegations contained in Paragraphs 6 and 7 of such Cross-Petition and specifically refers to the instruments themselves for the recitation of the rights and privileges contained therein.

TRAVIS

1953 HOTEL

V.

This Cross-Defendant specifically admits the allegations contained in Paragraph 8 of such Cross-Petition.

VI.

This Cross-Defendant specifically denies the first nine (9) lines of Paragraph 9 of Cross-Petition and would show the Court that he has no knowledge of the facts plead in the remainder of such paragraph, he not being an officer, director or having benefit of knowledge as to the acts as so alleged.

VII.

This Cross-Defendant would show the Court that not being an officer or director of the corporation, now or at any time in the past, he is not familiar with the provisions of the By-Laws as to voting rights and specifically denies that he has heretofore violated any such intent or proposal as he has committed no act except in furtherance of the perpetuation of the Club and facilities for the use and benefit of the owners of property in the vicinity in accord with the dedicated rights of such parties.

VIII.

This Cross-Defendant would show the Court that he does not contest the prayer of Cross-Plaintiffs save and except for that portion of the prayer concerning stock illegally issued and this Cross-Defendant does not contest such part of Cross-Plaintiffs prayer after proof of the illegal and unlawful issuance of such stock.

WHEREFORE, premises considered, Cross-Defendant prays that Cross-Plaintiffs take nothing by their suit and that they

go hence with their costs without day.

Respectfully submitted,

LAW OFFICES OF WROE OWENS

By 

1206 Perry Brooks Building
Austin, Texas 78701

CONTINUOUS NOTICE
E. Z. BRYAN
MILERS

[Handwritten scribble]

FILED
Mar 23 11 01 AM 1970

D.K. [Signature] CLERK
COUNTY CLERK
TRAVIS COUNTY, TEXAS

No. 175,131

Austin Lake Estate IN THE 126th DISTRICT

VS.

COURT OF

Gilliam

TRAVIS COUNTY, TEXAS

ORDER FOR JURY

It appearing to the Court that on this the 7th
day of July A. I. 1970, the Dfd.
herein has demanded a jury in the above numbered and entitled
cause, and it further appearing that the statutory fee of
\$5.00 has been paid;

IT IS THEREFORE ORDERED BY THE COURT, that the above
numbered and entitled case be placed upon the Jury Docket of
this Court.

James H. Meyer
JUDGE

FILED

JUL 7 1 12 PM '70

D.T. [unclear]

CLERK OF DISTRICT COURT

VOL

518 PAGE 388

✓
TAXED

NO. 175,131

Austin Lake Estates Recreation Club,
Inc., et al

In the 126th District Court

VS.

of

Robert S. Gilliam, et al

Travis County, Texas

ORDER SETTING

On this the 14th day of July, 19 70, came on to
be heard the motion of Defendants in the above cause to set cause
for Jury Trial on the 16th
day of November, 19 70, at 9:00 O'clock A. M., it
appearing to the court that said motion should be granted;

It is therefore ORDERED that the above cause be, and it
is hereby set for Jury Trial on the 16th
day of November, 19 70, at 9:00 O'clock A. M.

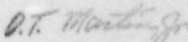

JUDGE

cc: Mr. Douglass D. Hearne
Stayton, Malonsy, Black, Hearne & Babb
Capital National Bank Building
Austin, Texas

Mr. Sam Bass
P. O. Box 962
Freeport, Texas 77541

FILED

JUL 14 3 35 PM 1970

 CLERK
DISTRICT COURTS
TRAVIS COUNTY, TEXAS

VOL 518 PAGE 501

POSTED

AXED

NOTED

AUSTIN LAKE ESTATES RECREATION
CLUB, INC., ET AL

IN THE 126TH JUDICIAL

VS.

DISTRICT COURT OF

ROBERT S. GILLIAM, ET AL

TRAVIS COUNTY, TEXAS

MOTION FOR ORDER TO PRODUCE DOCUMENTS

TO THE HONORABLE JUDGE OF SAID COURT:

Now come Robert S. Gilliam, Charles C. Petterson, Dillard L. Vickers, Emmett R. Fry, I. K. Farley, Vivian Worden, John Rose, and Marlene Anglin, defendants and cross-plaintiffs in the above styled and numbered cause, and respectfully move the Court to order Austin Lake Estates Recreation Club, Inc., one of the plaintiffs and cross-defendants in this cause, to produce and permit the inspection and copying or photographing, on behalf of movants, of the following designated documents, papers, photographs, records, or things, which are not privileged and which constitute or contain evidence material to the matters involved in this action, and which are things in said cross-defendants' custody or control and enumerated as follows:

1. All stock stubs, ledgers, books, and records of shareholders, and all other statements, records, data, or memoranda relating, in any way, to the issuance, ownership, cancellation, and re-issuance of any and all corporate stock authorized and issued by Austin Lake Estates Recreation Club, Inc., from its inception to the present date.

2. All proxies and all records, data or memoranda thereof, which were represented and voted at the June, 1969 Shareholders'

NOTED

TAXED

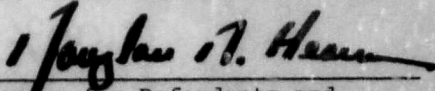
Meeting of Austin Lake Estates Recreation Club, Inc.

Movants ask the Court to specify a time, place and manner of making the inspection and taking the copies and photographs desired, under such terms and conditions as are just, and further request the Court to set this Motion for hearing on the 8th day of October, 1970, and that movants have all relief contemplated by Rule 167, Texas Rules of Civil Procedure.

Respectfully submitted,

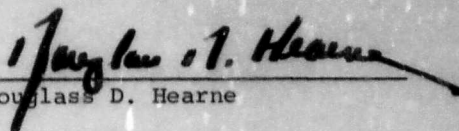
STAYTON, MALONEY, BLACK, HEARNE & BABB
612 Capital National Bank Bldg.
Austin, Texas 78701

By


Attorneys for Defendants and
Cross-Plaintiffs

CERTIFICATE OF SERVICE

A true and correct copy of the foregoing Motion to Produce was served upon the Plaintiffs and Cross-Defendants by mailing a copy thereof to their attorneys of record, Bass & Looney, P. O. Box 962, Freeport, Texas 77541, by Certified U. S. Mail, Return Receipt No. 756028, on this 18th day of September, 1970.


Douglas D. Hearne

ENDORSEMENT BOND

FILED

SEP 18 3 23 PM 1970

D.T. [Signature] CLERK

DISTRICT COURTS
TRAVIS COUNTY, TEXAS

10. 175,131

Austin Lake Estates Recreation Club,
Inc., et al

In the 126th District Court

VS.

of

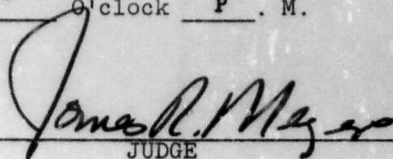
Robert S. Gilliam, et al

Travis County, Texas

ORDER SETTING

On this the 25th day of September, 19 70, came on to be heard the motion of Defendants in the above cause to set cause for Motion to Produce Documents on the 8th day of October, 19 70, at 2:00 O'clock P. M., it appearing to the court that said motion should be granted;

It is therefore ORDERED that the above cause be, and it is hereby set for Motion to Produce Documents on the 8th day of October, 19 70, at 2:00 O'clock P. M.


JUDGE

cc: Mr. Douglass D. Hearne
Stayton, Maloney, Black, Hearne & Babb
Capital National Bank Building
Austin, Texas

Mr. Sam Bass
Bass & Looney
P. O. Box 962
Preepport, Texas 77541

FILED

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D.T. Martin CLERK

DISTRICT COURTS
TRAVIS COUNTY, TEXAS VOL.

532 PAGE 102

✓ TAXED NOTED

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NO. 175,131

Austin Lake Estates Recreation Club,
Inc., et al

In the 126th District Court

VS.

of

Robert S. Gilliam, et al

Travis County, Texas

ORDER SETTING

On this the 11th day of December, 1970, came on to
be heard the motion of Defendant: in the above cause to set cause
for Jury Trial on the 25th
day of January, 1971, at 9:00 O'clock A. M., it
appearing to the court that said motion should be granted;

It is therefore ORDERED that the above cause be, and it
is hereby set for Jury Trial on the 25th
day of January, 1971, at 9:00 O'clock A. M.


JUDGE

cc: Mr. Douglass D. Hearne
Stayton, Maloney, Blask, Hearne & Babb
Capital National Bank building
Austin, Texas

Mr. Sam Bass
Bass & Looney
P. O. Box 962
Freeport, Texas 77541

FILED

Dec 11 10 57 AM 1970

D.T. Masterson CLERK

DISTRICT COURT
TRAVIS COUNTY TEXAS

540 PAGE 481

POSTED

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FILED

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NO. 175,131

Austin Lake Estates Recreation Club, Inc. and J. W. Motta

In the 126th District Court

VS.

of

Robert S. Gilliam, Charles C. Petterson, Dillard L. Vickers,

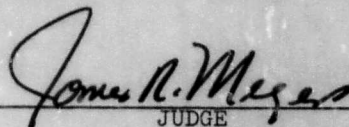
Travis County, Texas

Emmett R. Fry, I.K. Farley, Vivian Worden, John Rose and Marlene Anglin,

ORDER SETTING

On this the 5th day of March, 1971, came on to be heard the motion of Defendants in the above cause to set cause for Jury Trial on the 20th day of September, 1971, at 9:00 O'clock A. M., it appearing to the court that said motion should be granted;

It is therefore ORDERED that the above cause be, and it is hereby set for Jury Trial on the 20th day of September, 1971, at 9:00 O'clock A. M.


JUDGE

cc: Mr. Douglass D. Hearne
Stayton, Maloney, Black, Hearne & Babb
Capital National Bank Building
Austin, Texas

Mr. Sam Bass
Bass & Looney
P. O. Box 962
Freeport, Texas 77541

FILED

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CLERK

VOL 551 PAGE 282

TAXED

POSTED

No. 175,131

AUSTIN LAKE ESTATES RECREATION CLUB, INC.,
AND J.W. MOORE

In the 126th District Court

VS.

of

ROBERT S. GILLIAM, CHARLES C. PETERSON, ET AL

Travis County, Texas

ORDER SETTING

On this the 27th day of September, 19 71, came on to
be heard the motion of Plaintiff in the above cause to set cause
for Jury Trial,
and it appearing to the court that said motion should be granted;

It is therefore ORDERED that the above cause be, and it is hereby set
for Jury Trial

on the 6th day of December, 19 71, at 9:00 O'clock A.M.

James R. Meyer
JUDGE

CC: ✓ Mr. Douglass D. Hearne
Stayton, Maloney, Black, Hearne & Babb
Capital National Bank Bldg.
Austin, Texas 78701

✓ Mr. Sam Bass
Bass & Looney
P.O. Box 962
Freeport, Texas 77541

NOTED

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SEP 22 1 21 PM 1971

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POSTED

NO. 175,131

AUSTIN LAKE ESTATES) IN THE 126th
)
 RECREATION CLUB, INC.)
)
 AND J. W. MOORE,)
)
 PLAINTIFFS)
)
 VS)
) JUDICIAL DISTRICT COURT
 R. S. GILLIAM, CHARLES C.)
)
 PETERSON, DILLARD L.)
)
 VICKERS, EMMETT R. FRY,)
)
 I. K. FARLEY, VIVIAN) OF
)
 WORDERN, JOHN ROSE, AND)
)
 MARLENE ANGLIN,)
)
 DEFENDANTS) TRAVIS COUNTY, TEXAS

SBM

In support of the motion of AUSTIN LAKE ESTATES
 RECREATION CLUB, INC., and ILA B. MABERRY for summary
 judgment in the above entitled cause, the undersigned
 affiant makes this affidavit and thereby on ~~oath~~ ^{oath} states
 the following:

SBM

I am over twenty-one (21) years of age, am of sound
 mind, have never been convicted of any crime or offense and have
 personal knowledge of every statement herein made and am fully
~~competent~~ ^{competent} to testify to the matter stated herein:

SBM

On or about the 25th day of JUNE, A. D.
 1969, Robert S. Gilliam, without authority, assumed the chair
 as presiding officer of a meeting of the Board of Directors of
 Austin Lake Estates Recreation Club, Inc., from ~~hour~~ ^{J.W. MOORE, PRES.}
 and proceeded to call for a vote upon a resolution, a copy of
 which is attached hereto and marked "Exhibit A" and adjourned
 the meeting of the Board of Directors.

SBM

NOTED

TAXED

Thereafter, to-wit, on the same day and date at 8:50 o'clock p.m., at a place other than the regular meeting place of the Board of Directors of Austin Lake Estates Recreation Club, Inc., and without written notice as required by the by-laws of Austin Lake Estates Recreation Club, Inc., a copy of said by-laws being attached hereto and marked "Exhibit B."

That thereafter to-wit, on or about the 24th day of JUNE, A. D. 1969, Robert S. Gilliam, purported to execute and deliver for and on behalf of, and as the act and deed of, Austin Lake Estates Recreation Club, Inc., a deed to

The westernmost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres A subdivision in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, together with all improvements thereon situated.

SBM
to Charles C. Peterson, Dillard Vickers, Emmett R. Fry, and I. K. Farley, as Trustees pursuant to a resolution adopted at the meeting of the Board of Directors called without authority and not pursuant to the by-laws of Austin Lake Estates Recreation Club, Inc.

Thereafter on the 30th day of JUNE, A. D. 1969, at the regular annual meeting of the authorities of Austin Lake Estates Recreation Club, Inc., a resolution, a copy of which is attached hereto and marked "Exhibit C," was duly passed and adopted revoking the alleged trust heretofore described.

ILA B. MABERRY
ILA B. MABERRY

SWORN TO AND SUBSCRIBED BEFORE ME by ILA B. MABERRY the said affiant on this the 5th day of NOVEMBER, A. D. 1971.

Janet M. Lindemann
Notary Public in and for
Travis County, Texas

June 13, 1969

Special called meeting of ALERC Board of Directors was called to order by Mr. J. W. Moore, President. Members present were: Mr. Moore, Mr. Rose, Mr. Gilliam, Mrs. Warden, Mrs. Maberry and Miss Anglin. In the absence of Mrs. Davis, Miss Anglin was elected to take the minutes.

The floor was given to Mrs. Warden who gave a history of the area and the formation of the club. She stated that the original developer built the boat docks, boat launch ramp, swimming pool and developed the picnic grounds for the use of all property owners. The developers then formed ALERC and gave to the Club, the ranch house tract with the old ranch house to be used as a club house and neighborhood meeting place. The developers publications and recorded instruments gave all property owners the right to the facilities built for their use and enjoyment. ALERC decided they needed to have their club house located on Lot 4 in order to better manage these improvements which the developer had built. ALERC petitioned the developers for title to Lot 4 in order to build a new club house on Lot 4. The developer gave title to Lot 4 to ALERC with the express provision that it was conveyed subject to all rights and privileges of the owners of lots in the area. By accepting the deed to lot 4, ALERC agreed to protect the rights and privileges granted to the users thereof.

Mrs. Warden then stated that the club today is far removed from its original intent and scheme of a neighborhood club. She pointed out that 120' of the property was to be sold and that the present lessee was given the privilege of fencing in the remainder of lot 4 and that the lessee had stated that he intended to keep the property locked at all times when the club was not open. The sale of 120' of the lot and fencing in of the remainder of the lot would deprive the property owners of their recorded rights and privileges. It was for this reason that Mrs. Warden then moved for the acceptance of the following resolution:

"Whereas it is for the best interest of this corporation that the westernmost 303 feet of Lot 4, Ce Bar Ranch, Lakeview Acres, be set aside, conveyed to, and held in trust for the owners of lots in Austin Lake Estates, Sections One (1), Two (2) and Three (3), and for all future purchasers of lots in those said Subdivisions, and for all future purchasers of lots heretofore, or hereafter subdivided out of the original ~~xxxxxxx~~ 862.16 acre tract adjoining said Subdivisions: and

Whereas, the authority to convey the aforesaid property should be vested in some officer or officers of the Corporation with full authority to so act:

Therefore, be it resolved by the Directors of this corporation that the Vice-President of this Corporation, Robert S. Gilliam, be, and he is hereby, fully authorized on behalf of and in the name of this Corporation, to transfer and convey, by Quitclaim Deed, the westernmost 303 feet of Lot 4, CeBar Ranch Lakeview Acres, a sub-division in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, to Emmett A. Fry, Charles C. Petterson, Willard L. Vickers, and I. K. Farley as Trustees for all lot owners of lots in Austin Lake Estates, Sections One (1), Two (2) and Three (3), and all future purchasers of lots in those said subdivisions, and for all future purchasers of lots heretofore, or hereafter, subdivided out of the original 862.16 acre tract adjoining said Subdivisions."

Miss Anglin then asked questions on the resolution. Mr. Gilliam explained that this would perpetuate the land for the people so that it could not be

8
Exhibit A

-2- (Minutes continued of Special called meeting, June 23, 1969)

sold off in piecemeal fashion as was the Ranch House Tract.

Miss Anglin then seconded the motion to adopt the resolution.

Mr. Moore asked Mr. Rose for his opinion. Mr. Rose stated that it was his opinion that this was a good thing to do and that he was in favor of the resolution.

Mr. Rose seconded the resolution.

Mr. Moore declined to put the motion to a vote until he obtains legal advice as to whether the motion is legal or illegal, by a competent attorney.

Mr. Gilliam then read Article III, Paragraph 6 of the By-Laws which states, "In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors."

According to Mrs. Worden the proposed resolution was made under legal advice.

According to Mrs. Maberry, who also states that she consulted an attorney about what could be discussed in a meeting called by the vice-president five days prior to a general annual stock holders meeting...."that, only regular business could be discussed, no amendments could be proposed, for example, no changes in the articles of corporation can be proposed or discussed and no amendments...in fact, no changes in the articles of the corporation can be discussed in such a meeting, in fact, very few subjects can be discussed".

Mr. Gilliam stated that it was his opinion that a legal motion had been made and seconded before a quorum of the duly elected board members of the corporation and that the failure to call for a vote in this instance, constitutes a refusal to act and on this premise only, acting under the provisions of Article III, Paragraph 6 of the By-Laws of this corporation, he proposed to act in place of the president and call for a vote on the resolution proposed by Mrs. Worden and seconded by Miss Anglin and Mr. Rose. In accordance with this belief he will now call for a vote without further discussion.

Those voting aye were Mr. Rose, Mrs. Worden and Miss Anglin.
Those voting nay were Mrs. Maberry and Mr. Moore.

Mrs. Maberry pointed out that the stock holders of ALERC have superior powers to the board which the stockholders have elected. Therefore, Mrs. Maberry said that it is out of order, the board, by assuming powers which it does not have and which are vested in the members of the stockholders of the corporation.

Mrs. Worden stated, that the stockholders wrote and approved the By-Laws and that we have acted in accordance with the By-Laws in proposing and adopting the resolution.

-3- (Minutes continued of Special called meeting, June 23, 1969)

Mr. Gilliam made the statement that the By-Laws of this corporation provide that the business and affairs of the corporation shall be managed by a board of directors and the action of a quorum of such board of directors is legally binding upon the corporation.

Mrs. Maberry states that Mr. Gilliam's statement that the president failed to act is his own opinion, which is ^{legal advice} incompetent in comparison with the president's decision to wait for legal advice and competence of legal authority in such a grave matter.

Mr. Moore stated that he agreed with the above statement made by Mrs. Maberry.

Mr. Gilliam takes exception to the preceding remarks regarding incompetency.

Mrs. Worden moved we adjourn. Mr. Gilliam seconded the motion. Motion carried. Meeting adjourned.

Resptfully submitted,

Marlene Austin
Acting Secretary

SPECIAL CALLED MEETING
A. L. F. R. C. INC.
BOARD OF DIRECTORS
JUNE 23, 1969

A special meeting of the Board of Directors of A. L. F. R. C. Inc. was called by John Ross, Marlene Anglin, Vivian Worden, and Robert Gilliam to act upon a resolution presented by Mrs. Vivian Worden.

This meeting was called to meet at the residence of Robert S. Gilliam Austin Lake Estates at 8:50 p.m. on the evening of Monday June 23, 1969

The meeting was called to order by the Vice-President, Robert S. Gilliam, who stated that the meeting was called for the purpose of final action upon a resolution which had previously been made by Mrs. Worden during the prior special meeting called for 7:00 p.m. the same day. Mr. Gilliam pointed out that a vote on this resolution at the previous meeting was not called by the president, Mr. J. W. Moor and in as much as the subsequent action by Mr. Gilliam and other board members had been challenged, it was felt expedient and necessary to call this special meeting.

Mr. Gilliam asked if there were a motion to be placed before this special meeting, and Mrs. Worden placed the following resolution before the board:

(See attached copy of resolution.)

Discussion was called for, and in the absence of further discussion, a vote on the resolution was called for.

Exhibit B

p.2 Special Called Meeting
8:50 p.m. June 23, 1969

The resolution ~~was~~ made by Mrs. Worden was seconded by John Rose.

Mr. Gilliam called for a vote on the resolution and those voting for the resolution were Mrs. Worden, Mr. Rose, and Miss Anglin. Motion carried.

Mr. Gilliam, although not having a vote, fully endorsed the action of this quorum in approving the resolution of Mrs. Worden, which perpetuates the ownership of this lake front property by all of the land holders named in the resolution.

Mrs. Worden moved adjournment, motion seconded by Mr. Rose. Motion carried unanimously. Meeting adjourned.

Respectfully submitted,

Marlene Anglin

Marlene Anglin,
Acting Secretary

Whereas it is for the best interest of this corporation that the westernmost 303 feet of Lot 4, Ce Bar Ranch, Lakeview Acres, be set aside, conveyed to, and held in trust for the owners of lots in Austin Lake Estates, Sections One (1), Two (2) and Three (3), and for all future purchasers of lots in those said Subdivisions, and for all future purchasers of lots heretofore, or hereafter, subdivided out of the original 862.16 acre tract adjoining said Subdivisions; and

WHEREAS, the authority to convey the aforesaid property should be vested in some officer or officers of the Corporation with full authority to so act:

THEREFORE, be it resolved by the Directors of this corporation that the Vice-President of this Corporation, Robert S. Gilliam, be, and he is hereby, fully authorized on behalf of and in the name of this Corporation, to transfer and convey, by Quitclaim Deed, the westernmost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres, a subdivision in Travis County, Texas, according to the map or plat

thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, to Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley as Trustees for all lot owners of lots in Austin Lake Estates, Sections One (1), Two (2) and Three (3), and all future purchasers of lots in those said subdivisions, and for all future purchasers of lots heretofore, or hereafter, subdivided out of the original 862.16 acre tract adjoining said Subdivisions.

RESOLVED, that the shareholders of Austin Lake Estates Recreation Club, Inc. repudiate the action taken by the board of directors at a special meeting held on June 25, 1969, which purported to convey over 300 feet of the corporation's property to certain shareholders of the corporation to be held in trust by them for the benefit of property owners in Austin Lake Estates, and that the incoming board of directors take whatever ~~actions~~ ^{direct} steps are necessary to prevent such purported action from clouding the corporation's title to its property.

Resolution passed by a vote of 179 to 98
J. W. Moore President
Copy of this, with statement of secretary
H. B. Matlock, acting secretary,
filed in the Co. Clerk's office,
Notarized.

exhibit C

THE STATE OF TEXAS X
COUNTY OF TRAVIS X

JUN 24 1923 6402 * 12.50

18-1287

QUITCLAIM DEED

KNOW ALL MEN BY THESE PRESENTS: That the Grantor, Austin Lake Estates Recreation Club, Inc., a corporation duly incorporated and created and doing business under the laws of the State of Texas, acting by and through its duly authorized Vice-President, Robert S. Gilliam, of the County of Travis, State of Texas, for and in consideration of ten dollars (\$10.00) and other valuable consideration, to said Corporation paid in hand by Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, the receipt of all of which is hereby acknowledged, have QUITCLAIMED, and by these presents do QUITCLAIM unto the said Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, all of its right, title, interest, claim and demand in and to that certain real and personal property situated in Travis County, Texas, and described as follows:

The westernmost 300 feet of Lot 4, CeBar Ranch, Lakeview Acres, a subdivision in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, together with all improvements thereon situated.

with all and singular said Corporation's right, title, interest, estate, claim and demand in and to the hereditaments and appurtenances thereto belonging or in any wise pertaining; to have and to hold the above released rights, titles, interests, claims and demands, to the said Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, their heirs and assigns forever, so that neither said Corporation nor its successors and

THE STATE OF TEXAS, ##
COUNTY OF TRAVIS. ##

I, MISS EMILIE LIMBERG, COUNTY CLERK, TRAVIS COUNTY, TEXAS,
DO HEREBY CERTIFY that the above and foregoing is a true and
correct copy of a Quitclaim Deed

FROM Austin Lake Estates Recreation Club, Inc.

TO Samatt R. Fry, Charles G. Patterson, Dillard L. Vickers, and I. E. Farley, Trustees

as the same appears of record in VOLUME 3700, PAGE(S) 1542-1543
of the Deed RECORDS OF
TRAVIS COUNTY, TEXAS.

GIVEN UNDER MY HAND AND SEAL OF OFFICE AT AUSTIN, TEXAS, THIS
THE 16th DAY OF July A.D. 196 9.

MISS EMILIE LIMBERG, COUNTY CLERK
TRAVIS COUNTY, TEXAS.

BY Leanne Lee DEPUTY.

EXHIBIT "B"

THE STATE OF TEXAS)

COUNTY OF TRAVIS)

L.B.M. M.D. J.W.M.

BE IT REMEMBERED, that on the 12 day of August, 1969,

that we, each and all of us, J. W. MOORE, MARY DAVIES, BRUCE PARMELEY, and ILA B. MABERRY in our official capacities as officers and directors of Austin Lake Estates Recreation Club, Inc., acting for and in behalf of Austin Lake Estates Recreation Club, Inc., and acting as the Board of Directors of said corporation, at a regular meeting of said Board of Directors, held at its regular meeting place at the regular time took the following action, to-wit:

Upon the meeting being called to order, Mary Davies was recognized by the President, J. W. Moore, and she, the said Mary Davies, made a motion and resolution, concerning a certain parcel of land and water frontage owned by Austin Lake Estates Recreation Club, Inc., said parcel of land and water frontage being the same as that described in a purported quit claim deed

executed by Robert Gilliam, purporting to quitclaim all the right, title and interest of Austin Lake Estates Recreation Club, Inc., over to four purported trustees, they being Charles C. Petterson, Dillard Vickers, Emmett Fry and J. K. Farley, said purported quitclaim deed being dated the 23 day of June, 1969, and filed of record in the Travis County Deed Records in Volume 3700 at page 1542, said tract and parcel of land being situated in Travis County, Texas, and being described in said purported quitclaim deed as follows, to-wit:

M.D. L.B.M. J.W.M.

L.B.M. M.D. J.W.M.

The westernmost 33 feet of Lot 4, CeBar Ranch, Lakeview Acres a subdivision in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, together with all improvements thereon situated, Attached hereto as Exhibit "A" and made a part hereof for all purposes is certified copy of said purported quitclaim deed.

Said Resolution and motion as made by the said Mary Davies, as seconded by Bruce Parmeley and as carried by unanimous vote, was, and is, to-wit:

STATE OF TEXAS
COUNTY OF TRAVIS

WHEREAS, on the 23rd day of June, 1969, certain members of the Board of Directors of Austin Lake Estates Recreation Club, Inc., purporting to act as the board of directors of said corporation, voted to execute a quit claim deed to a portion of the land and waterfront owned by the said Austin Lake Estates Recreation Club, Inc., and purported to create a trust and to name four trustees, and purported to quit claim all right, title, and interest of the said Austin Lake Estates Recreation Club, Inc., in and to said parcel of land and waterfront, and to quit claim said property to said purported trustees, said purported trustees being Charles C. Petterson, Dillard Vickers, Emmett Fry, and I. K. Farley; and

J.D.
J.B.M.
J.M.

WHEREAS, Robert S. Gilliam, the then Vice President of said Board of Directors, purporting to be acting for Austin Lake Estates Recreation Club, Inc., did execute said purported quit claim deed to said purported trustees and thereafter cause said purported deed to be filed of record in the Deed Records of the Travis County, Texas, Clerk's office; and

WHEREAS, the land and waterfront area herein referred to is described in that same certain purported quit claim deed which is filed of record in the Volume 3700 at page 1542 in the Deed Records of Travis County, Texas, in the County Clerk's office; and

WHEREAS, it is recognized, understood and agreed to by the majority of the now legally constituted Board of Directors of said Austin Lake Estates Recreation Club, Inc., that all such action as heretofore described was unauthorized, illegal, void ab initio and a nullity, insofar as legally or in anywise transferring title to said land and waterfront from and out of Austin Lake Estates Recreation Club, Inc.; and

WHEREAS, however, it is recognized by the majority of the now legally constituted Board of Directors of said corporation, that such action though it was unauthorized, illegal, void and a nullity, nevertheless might be considered as casting a cloud on the Austin Lake Estates Recreation Club, Inc.'s title to said land and waterfront area.

NOW THEREFORE, Be it Resolved by this now legally constituted Board of Directors of said corporation, although specifically not recognizing the validity of the creation of the purported trust, the purported trustees, and the purported quitclaim deed heretofore referred to, does, in order to forever quiet title

to said land and waterfront area in Austin Lake Estates Recreation Club, Inc., hereby declare said purported trust, said purported trustees, and said purported quitclaim deed to be void ab initio, a nullity, unauthorized and illegal; and to further effectuate said declaration of this Board of Directors, we, all and each of us as well as the Board of Directors as an entity, do hereby, under the authority of the Texas Trust Act, the laws of the State of Texas, the Texas Corporation Act, the by-laws of Austin Lake Estates Recreation Club, Inc., and by vote of the stockholders, revoke, cancel, rescind, annul, and void said purported trust, said purported authority and existence of said purported trustees, and said purported quitclaim deed, and we do so now, and we further do so now for then, when said unauthorized, void and illegal action took place, and said resolution is ordered entered into the minutes of this meeting and declared the official act and deed of this Board of Directors acting for and in behalf of Austin Lake Estates Recreation Club, Inc., and in its best interests and for the protection and preservation of its assets. And we, all and each of us as well as this Board of Directors as an entity, authorize and direct Mr. J. W. Moore, President of the Board to execute for the corporation and this Board of Directors a written instrument outlining these proceedings and reflecting and declaring this to be our official act, resolution and deed and to execute same in such a manner and condition that it can be and will be filed of record in the Deed Records of Travis County, Texas.

NOW, THEREFORE, we, each and all of us acting in our official capacities as officers and directors of Austin Lake Estates Recreation Club, Inc., and J. W. Moore, President, acting for said corporation, do hereby execute this ratification and affirmation of the foregoing motion and resolution as carried by unanimous vote at our regular meeting held on the 11th day of August, 1969, and we do hereby ratify and affirm the same.

WITNESS OUR HANDS at Austin, Texas, on this the 12 day of August, 1969.

J. W. Moore
J. W. Moore, President and
Director

Mary Davis
Mary Davis, Secretary and
Director
MD

Ila B. Maberry
Ila B. Maberry, Director

Bruce Parmeley
Bruce Parmeley, Director

AUSTIN LAKE ESTATES RECREATION CLUB,
INC.

By J. W. Moore
J. W. Moore, President

THE STATE OF TEXAS

COUNTY OF TRAVIS: --

BEFORE ME, the undersigned authority, on this the 12 day of August, 1969, there personally appeared before me J. W. Moore, who after being duly sworn by me, did under his oath depose and say that he is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas corporation, that he is also the President of said corporation and as such is authorized and empowered to act for said corporation, and he further stated and acknowledged to me under his oath that he signed the foregoing instrument as President of said Corporation and as a member of the said Board of Directors, and he acknowledged to me that he signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and he acknowledged to me that he did so for the purposes and consideration therein expressed and he further stated that he did not wish to retract same.

J. W. Moore
J. W. Moore

SWORN TO AND SUBSCRIBED TO and acknowledged before me by the said J. W. Moore on this the 12 day of August, 1969, to certify which, witness my hand and seal of office on this the 12 day of August, 1969.

Linda B. Benson
Notary Public in and for Travis
County, Texas

THE STATE OF TEXAS
COUNTY OF TRAVIS: -

BEFORE ME, the undersigned authority, on this the 12th day of August, 1969, there personally appeared before me, Mary Davies, who after being duly sworn by me, did under her oath depose and say that she is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas Corporation, that she is also the Secretary of said Corporation, and she further stated and acknowledged to me that she signed the foregoing instrument as Secretary of said Corporation and as a member of the Board of Directors, and she acknowledged to me that she signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and she acknowledged to me that she did so for the purposes and consideration therein expressed, and she further stated that she did not wish to retract same.

Mary Davies
Mary Davies

SWORN TO, SUBSCRIBED TO AND ACKNOWLEDGED before me, by the said Mary Davies on this the 12th day of August, 1969, to certify which witness my hand and seal of office on this the 12th day of August, 1969.

the said M. Secretary on this the
witness my hand and seal of office on

Janet M. Lindemann
Notary Public, Travis County, Texas

THE STATE OF TEXAS
COUNTY OF TRAVIS: -

BEFORE ME, the undersigned authority, on this the ___ day of August, 1969, there personally appeared before me, Bruce Parmeley, who after being duly sworn by me, did under his oath depose and say that he is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas Corporation, and as such is authorized and empowered to act for said corporation, and he further stated and acknowledged to me under his oath that he signed the foregoing instrument as a member of the said Board of Directors of said corporation, and he acknowledged to me that he signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and he acknowledged to me that he did so for the purposes and consideration therein expressed and he further stated that he did not wish to retract same.

Bruce Parmeley
Bruce Parmeley

SWORN TO, SUBSCRIBED TO AND ACKNOWLEDGED BEFORE ME by the said Bruce Parmeley on this the 12th day of August, 1969; to certify which witness my hand and seal of office on this the 12th day of August, 1969.

G. B. Buska
Notary Public in and for Travis County,
Texas.

THE STATE OF TEXAS
COUNTY OF TRAVIS : --

BEFORE ME, the undersigned authority, on this the 12 day of August, 1969, there personally appeared before me ILA B. MABERRY, who after being duly sworn by me, did under her oath depose and say that she is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas Corporation, and she further stated and acknowledged to me that she signed the foregoing instrument as a member of the Board of Directors of said corporation, and she acknowledged to me that she signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and she acknowledged to me that she did so for the purposes and consideration therein expressed, and she further stated that she did not wish to retract same.

Ila B. Maberry
Ila B. Maberry

SWORN TO, SUBSCRIBED TO AND ACKNOWLEDGED BEFORE ME by the said Ila B. Maberry on this the 12th day of August, 1969; to certify which, witness my hand and seal of office on this the 12th day of August, 1969.

Ella Puente Hancock
Notary Public in and for Travis
County, Texas.

AUSTIN LAKE ESTATES RECREATION CLUB, INC.
BY-LAWS

(Adopted at a Special Meeting of the Shareholders on
December 18, 1966)

ARTICLE I. Meetings of Shareholders

1. All meetings of shareholders shall be held at Austin Lake Estates Recreation Club, Inc. in the City of Austin Lake Estates, State of Texas;

2. An annual meeting of shareholders shall be held at 2 o'clock P. M. on the last Saturday in June of each year if such day is not a legal holiday in said state; if such day falls on a legal holiday in said state, then such annual meeting shall be held at the same time on the next succeeding secular day which is not a legal holiday in said state.

3. Special meetings of the shareholders may be called by the president, the board of directors, the holders of not less than one-tenth of all the shares entitled to vote at the meeting so called. No question may be voted upon at a special meeting of the shareholders unless the notice of such meeting states that one of the purposes of such meeting will be to act upon such question or such meeting is attended by all of the shareholders entitled to vote upon such question and all of the shareholders vote that such question may then be voted upon at such meeting.

4. Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary or the officer or person or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

5. (a) For the purpose of determining shareholders entitled to notice of any meeting of shareholders or any adjournment thereof, the board of directors may by resolution provide that the stock transfer books shall be closed for a period, to be stated in such resolution, not to exceed 10 days.

(b) If the board of directors do not provide for the closing of the stock transfer books, relative to a particular meeting, then and in such event the record time and date for the determination of shareholders entitled to notice of and to vote at such meeting shall be the close of business on the 10th day immediately preceding such meeting.

6. The officer or agent having charge of the corporation's stock transfer books shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof. Such list shall be arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the

meeting. The original stock transfer books shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books and to vote at any meeting of shareholders.

7. The holders of a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. The vote of the holders of a majority of the shares entitled to vote and thus represented at a meeting at which a quorum is present shall be the act of the shareholders' meeting, unless the vote of a greater number is required by law.

8. (a) Each outstanding share shall be entitled to one vote on each matter submitted to a vote of a meeting of shareholders.

(b) Treasury shares, shares of stock owned by another corporation the majority of the voting stock of which is owned or controlled by this corporation, and shares of stock held by this corporation in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time.

(c) A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months.

(d) At each election for directors every shareholder entitled at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or unless expressly prohibited by the articles of incorporation to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates. Any shareholder who intends to cumulate his votes as herein authorized shall give written notice of such intention to the secretary of the corporation on or before the day preceding the election at which such shareholder intends to cumulate his votes.

(e) Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the by-laws of such corporation may authorize or, in the absence of such authorization, as the board of directors of such corporation may determine.

(f) Shares held by an administrator, executor, guardian or conservator may be voted by him so long as such shares forming part of an estate are in the possession and forming a part of the estate being served by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name as trustee.

(g) Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

(h) A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

9. Voting on any question or in any election may be by voice vote or show of hands unless the presiding officer shall order or any shareholder shall demand that voting be by written ballot.

10. To the extent applicable, Robert's Rules of Order shall govern the conduct of and procedure at all shareholders' meetings.

11. Any action required to be or which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof and then delivered to the secretary of the corporation for inclusion in the minute book of the corporation.

ARTICLE II. Directors

1. The business and affairs of the corporation shall be managed by a board of directors.

2. The number of directors of the corporation shall be seven (7). The number of directors may be increased or decreased from time to time by amendment to these by-laws, but no decrease shall have the effect of shortening the term of any incumbent director.

3. In order to be a director, a person must have the following qualifications: He or she must be a stockholder in the corporation and either own property in, or be a resident of, Austin Lake Estates area.

4. At the first annual meeting of shareholders and at each annual meeting thereafter the shareholders shall elect directors to hold office until the next succeeding annual meeting.

5. Unless removed in accordance with these by-laws, each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

6. Any director may be removed from his position as director, with cause, at any special meeting of shareholders if notice of intention to act upon the question of removing such director shall have been stated as one of the purposes for the calling of such meeting; provided, however, that if such director was elected by cumulative voting, the vacancy created by his removal shall be filled by the vote of the shareholders whose cumulative vote elected him.

7. A particular directorship shall be considered to be vacant upon the happening of any one of the following events:

(1) Death of the person holding such directorship.

(2) Resignation of the person holding such directorship.

(3) Refusal of a person elected to a directorship to manifest his assent to serve.

(4) Removal of a director at a special shareholders' meeting as provided in section 6 of this Article of these by-laws.

8. Subject to the provisions of Article II, Section 6 hereof, any vacancy occurring in the board of directors shall be filled at the next meeting of the board of directors following the occurrence of such vacancy. Such vacancy shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in such directorship.

9. In the event of the creation of one or more new directorships by amendment of these by-laws, then any directorship to be filled by reason of such an

increase in the number of directors shall be filled by election at an annual meeting of the shareholders or a special meeting of the shareholders called for that purpose.

10. A majority of the number of directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless otherwise specifically required by law or these by-laws.

11. A regular meeting of the board of directors shall be held without other notice than this by-law immediately after and at the same place as the annual meeting of shareholders. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

12. Special meetings of the board of directors may be called by or at the request of the president or any two directors. Notice of the call of a special meeting shall be in writing and delivered for transmission to each of the directors not later than during the third day immediately preceding the day for which such meeting is called. Notice of any special meeting may be waived in writing signed by the person or persons entitled to such notice; such waiver may be executed at any time before or after the time herein specified for the giving of such notice but not later than the time specified in such notice for the holding of such special meeting. Attendance of a director at a special meeting shall constitute a waiver of notice of such special meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business or the meeting is not lawfully called or convened.

13. Unless otherwise specifically provided in these by-laws, all meetings of the board of directors shall be held at such times and at such places as may be specified by the Board.

14. Neither the business proposed to be transacted, nor the purpose of any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

ARTICLE III. Officers

1. The officers of the corporation shall be a president, vice-president, a treasurer, and a secretary. Officers must be stockholders and either own property in, or be a resident of, Austin Lake Estates area.

2. The officers of the corporation shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of shareholders or as soon thereafter as conveniently as vacancies may be filled or new offices filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner herein provided.

3. Any officer or agent or member of the executive committee elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

5. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the shareholders and of the board

of directors. He shall sign, with the secretary or an assistant secretary, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

6. In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

7. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever; and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors; (b) in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the board of directors.

8. The secretary shall: (a) keep the minutes of the shareholders' and of the board of directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all certificates for shares prior to the issue thereof and to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; (d) keep a register of the post-office address of each shareholder; (e) sign with the president certificates for shares of the corporation, the issue of which shall have been authorized by resolution of the board of directors; (f) have general charge of the stock transfer books of the corporation; (g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

ARTICLE IV. Contracts, Loans, Checks and Deposits

1. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

3. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

4. All funds of the corporation not otherwise employed shall be deposited

from time to time to the credit of the corporation in such blanks, trust companies, or other depositories as the board of directors may select.

ARTICLE V. Certificates for Shares and Their Transfer.

1. Certificates representing shares of the corporation shall be in such form as may be determined by the board of directors. Such certificates shall be signed by the president or a vice-president and by the secretary or an assistant secretary and shall be sealed with the seal of the corporation. All certificates for shares shall be consecutively numbered or otherwise identified. The name of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed, or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the board of directors may prescribe.

2. Transfers of shares of the corporation shall be made only on the books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed the owner thereof for all purposes as regards the corporation.

ARTICLE VI. Fiscal Year

The fiscal year of the corporation shall begin on the first day of July in each year and end on the 30th day of June the following year.

ARTICLE VII. Seal

The board of directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation.

ARTICLE VIII. Amendment of by-laws.

These by-laws may be amended by the vote of the holders of a majority of the shares at any annual meeting of the shareholders or, if notice of a proposal to amend these by-laws and the respect in which proposed to be amended is given in any call of a special meeting of shareholders, at such special meeting.

NO. 175,131

AUSTIN LAKE ESTATES) IN THE 126th
)
 RECREATION CLUB, INC.)
)
 AND J. W. MOORE,)
)
 PLAINTIFFS)
)
 VS)
)
 R. S. GILLIAM, CHARLES C.) JUDICIAL DISTRICT COURT
)
 PETERSON, DILLARD L.)
)
 VICKERS, EMMETT R. FRY,)
)
 I. K. FARLEY, VIVIAN) OF
)
 WORDERN, JOHN ROSE, AND)
)
 MARLENE ANGLIN,)
)
 DEFENDANTS) TRAVIS COUNTY, TEXAS

J.W.M.

In support of the motion of AUSTIN LAKE ESTATES
 RECREATION CLUB, INC., and J. W. MOORE for summary judgment
 in the above entitled cause, the undersigned affiant makes
 this affidavit and thereby on ~~oath~~ ^{OATH} states the following:

I am over twenty-one (21) years of age, am of sound
 mind, have never been convicted of any crime or offense and have
 personal knowledge of every statement herein made and am fully
~~competent~~ ^{competent} to testify to the matter stated herein:

On or about the 23rd day of JUNE, A. D.
 1969, Robert S. Gilliam, without authority, assumed the chair
 as presiding officer of a meeting of the Board of Directors of
 Austin Lake Estates Recreation Club, Inc., from your affiant
 and proceeded to call for a vote upon a resolution, a copy of
 which is attached hereto and marked "Exhibit A" and adjourned
 the meeting of the Board of Directors.

NOTED

TAXED

Thereafter, to-wit, on the same day and date at 9:50 o'clock p.m. at a place other than the regular meeting place of the Board of Directors of Austin Lake Estates Recreation Club, Inc., and without written notice as required by the by-laws of Austin Lake Estates Recreation Club, Inc., a copy of said by-laws being attached hereto and marked "Exhibit B."

That thereafter to-wit, on or about the 24th day of JUNE, A. D. 1969, Robert S. Gilliam, proported to execute and deliver for and on behalf of, and as the act and deed of, Austin Lake Estates Recreation Club, Inc., a deed to

The westernmost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres A subdivision in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, together with all improvements thereon situated.

J.W.M.
to Charles C. Peterson, Dillard Vickers, Emmett R. Fry, and I. K. Farley, as Trustees pursuant to a resolution adopted at the meeting of the Board of Directors called without authority and not pursuant to the by-laws of Austin Lake Estates Recreation Club, Inc.

Thereafter on the 30th day of JUNE, A. D. 1969, at the regular annual meeting of the authorities of Austin Lake Estates Recreation Club, Inc., a resolution, a copy of which is attached hereto and marked "Exhibit C," was duly passed and adopted revoking the alleged trust heretofore described.

J. W. Moore
J. W. MOORE

SWORN TO AND SUBSCRIBED BEFORE ME by J. W. MOORE the said affiant on this the 5 day of November, A. D. 1971.

Charles E. Patton
Notary Public in and for
Travis County, Texas

June 23, 1969

Special called meeting of ALERC Board of Directors was called to order by Mr. J. W. Moore, President. Members present were: Mr. Moore, Mr. Ross, Mr. Gilliam, Mrs. Warden, Mrs. Maberry and Miss Anglin. In the absence of Mrs. Davis, Miss Anglin was elected to take the minutes.

The floor was given to Mrs. Warden who gave a history of the area and the formation of the club. She stated that the original developer built the boat docks, boat launch ramp, swimming pool and developed the picnic grounds for the use of all property owners. The developers then formed ALERC and gave to the Club, the Ranch house tract with the old ranch house to be used as a club house and neighborhood meeting place. The developers publications and recorded instruments gave all property owners the right to the facilities built for their use and enjoyment. ALERC decided they needed to have their club house located on Lot 4 in order to better manage these improvements which the developer had built. ALERC petitioned the developers for title to Lot 4 in order to build a new club house on Lot 4. The developer gave title to lot 4 to ALERC with the express provision that it was conveyed subject to all rights and privileges of the owners of lots in the area. By accepting the deed to lot 4, ALERC agreed to protect the rights and privileges granted to the users thereof.

Mrs. Warden then stated that the club today is far removed from its original intent and scheme of a neighborhood club. She pointed out that 120' of the property was to be sold and that the present lessee was given the privilege of fencing in the remainder of lot 4 and that the lessee had stated that he intended to keep the property locked at all times when the club was not open. The sale of 120' of the lot and fencing in of the remainder of the lot would deprive the property owners of their recorded rights and privileges. It was for this reason that Mrs. Warden then moved for the acceptance of the following resolution:

"Whereas it is for the best interest of this corporation that the westernmost 303 feet of Lot 4, Ce Bar Ranch, Lakeview Acres, be set aside, conveyed to, and held in trust for the owners of lots in Austin Lake Estates, Sections One (1), Two (2) and Three (3), and for all future purchasers of lots in those said subdivisions, and for all future purchasers of lots heretofore, or hereafter subdivided out of the original ~~subdivided~~ 862.16 acre tract adjoining said Subdivisions: and

Whereas, the authority to convey the aforesaid property should be vested in some officer or officers of the Corporation with full authority to so act:

Therefore, be it resolved by the Directors of this corporation that the Vice-President of this Corporation, Robert S. Gilliam, be, and he is hereby, fully authorized on behalf of and in the name of this Corporation, to transfer and convey, by Quitclaim Deed, the westernmost 303 feet of Lot 4, CeBar Ranch Lakeview Acres, a sub-division in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, to Emma R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley as Trustees for all lot owners of lots in Austin Lake Estates, Sections One (1), Two (2) and Three (3), and all future purchasers of lots in those said subdivisions, and for all future purchasers of lots heretofore, or hereafter, subdivided out of the original 862.16 acre tract adjoining said Subdivisions."

Miss Anglin then asked questions on the resolution. Mr. Gilliam explained that this would perpetuate the land for the people so that it could not be

Exhibit A

sold off in piecemeal fashion as was the Ranch House Tract.

Miss Anglin then seconded the motion to adopt the resolution.

Mr. Moore asked Mr. Rose for his opinion. Mr. Rose stated that it was his opinion that this was a good thing to do and that he was in favor of the resolution.

Mr. Rose seconded the resolution.

Mr. Moore declined to put the motion to a vote until he obtains legal advice as to whether the motion is legal or illegal, by a competent attorney.

Mr. Gilliam then read Article III, Paragraph 6 of the By-Laws which states, "In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors."

According to Mrs. Worden the proposed resolution was made under legal advice.

According to Mrs. Maberry, who also states that she consulted an attorney about what could be discussed in a meeting called by the vice-president five days prior to a general annual stock holders meeting...."that, only regular business could be discussed, no amendments could be proposed, for example, no changes in the articles of corporation can be proposed or discussed and no amendments...in fact, no changes in the articles of the corporation can be discussed in such a meeting, in fact, very few subjects can be discussed".

Mr. Gilliam stated that it was his opinion that a legal motion had been made and seconded before a quorum of the duly elected board members of the corporation and that the failure to call for a vote in this instance, constitutes a refusal to act and on this premise only, acting under the provisions of Article III, Paragraph 6 of the By-Laws of this corporation, he proposed to act in place of the president and call for a vote on the resolution proposed by Mrs. Worden and seconded by Miss Anglin and Mr. Rose. In accordance with this belief he will now call for a vote without further discussion.

Those voting aye were Mr. Rose, Mrs. Worden and Miss Anglin.
Those voting nay were Mrs. Maberry and Mr. Moore.

Mrs. Maberry pointed out that the stock holders of ALTRC have superior powers to the board which the stockholders have elected. Therefore, Mrs. Maberry said that it is out of order, the board, by assuming powers which it does not have and which are vested in the members of the stockholders of the corporation.

Mrs. Worden stated, that the stockholders wrote and approved the By-Laws and that we have acted in accordance with the By-Laws in proposing and adopting the resolution.

-3- (Minutes continued of Special called meeting, June 23, 1969)

Mr. Gilliam made the statement that the By-Laws of this corporation provide that the business and affairs of the corporation shall be managed by a board of directors and the action of a quorum of such board of directors is legally binding upon the corporation.

Mrs. Maberry states that Mr. Gilliam's statement that the president failed to act is his own opinion, which is ^{legal advice} incompetent in comparison with the president's decision to wait for legal advice and competence of legal authority in such a grave matter.

Mr. Moore stated that he agreed with the above statement made by Mrs. Maberry.

Mr. Gilliam takes exception to the preceding remarks regarding incompetency.

Mrs. Worden moved we adjourn. Mr. Gilliam seconded the motion. Motion carried. Meeting adjourned.

Resptfully submitted,

Marlene English
Acting Secretary

SPECIAL CALLED MEETING

A. L. F. R. C. INC.

BOARD OF DIRECTORS

JULY 23, 1969

A special meeting of the Board of Directors of A. L. F. R. C. Inc. was called by John Rose, Marlene Anglin, Vivian Worden, and Robert Gilliam to act upon a resolution presented by Mrs. Vivian Worden.

This meeting was called to meet at the residence of Robert S. Gilliam Austin Lake Estates at 8:30 p.m. on the evening of Monday June 23, 1969

The meeting was called to order by the Vice-President, Robert S. Gilliam, who stated that the meeting was called for the purpose of final action upon a resolution which had previously been made by Mrs. Worden during the prior special meeting called for 7:00 p.m. the same day. Mr. Gilliam pointed out that a vote on this resolution at the previous meeting was not called by the president, Mr. J. W. Moor and in as much as the subsequent action by Mr. Gilliam and other board members had been challenged, it was felt expedient and necessary to call this special meeting.

Mr. Gilliam asked if there were a motion to be placed before this special meeting, and Mrs. Worden placed the following resolution before the board:

(See attached copy of resolution.)

Discussion was called for, and in the absence of further discussion, a vote on the resolution was called for.

Exhibit B

p.2 Special Called Meeting

8:50 p.m. June 23, 1969

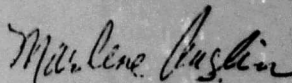
The resolution was made by Mrs. Worden was seconded by John Rose.

Mr. Gilliam called for a vote on the resolution and those voting for the resolution were Mrs. Worden, Mr. Rose, and Miss Anglin. Motion carried.

Mr. Gilliam, although not having a vote, fully endorsed the action of this quorum in approving the resolution of Mrs. Worden, which perpetuates the ownership of this lake front property by all of the land holders named in the resolution.

Mrs. Worden moved adjournment, motion seconded by Mr. Rose. Motion carried unanimously. Meeting adjourned.

Respectfully submitted,



Marlene Anglin,
Acting Secretary

Whereas it is for the best interest of this corporation that the westernmost 303 feet of Lot 4, Ce Bar Ranch, Lakeview Acres, be set aside, conveyed to, and held in trust for the owners of lots in Austin Lake Estates, Sections One (1), Two (2) and Three (3), and for all future purchasers of lots in those said Subdivisions, and for all future purchasers of lots heretofore, or hereafter, subdivided out of the original 862.16 acre tract adjoining said Subdivisions; and

WHEREAS, the authority to convey the aforesaid property should be vested in some officer or officers of the Corporation with full authority to so act:

THEREFORE, be it resolved by the Directors of this corporation that the Vice-President of this Corporation, Robert S. Gilliam, be, and he is hereby, fully authorized on behalf of and in the name of this Corporation, to transfer and convey, by Quitclaim Deed, the westernmost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres, a subdivision in Travis County, Texas, according to the map or plat

thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, to Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley as Trustees for all lot owners of lots in Austin Lake Estates, Sections One (1), Two (2) and Three (3), and all future purchasers of lots in those said subdivisions, and for all future purchasers of lots heretofore, or hereafter, subdivided out of the original 862.16 acre tract adjoining said Subdivisions.

RESOLVED, that the shareholders of Austin Lake Estates Recreation Club, Inc. repudiate the action taken by the board of directors at a special meeting held on June 25, 1969, which purported to convey over 300 feet of the corporation's property to certain shareholders of the corporation to be held in trust by them for the benefit of property owners in Austin Lake Estates, and that the incoming board of directors take whatever ~~actions~~ ^{steps are} necessary to prevent such purported action from clouding the corporation's title to its property.

Resolution passed by a vote of 179 to 98

J. W. Moore President

Copy of this, with statement of secretary
H. B. Mather, acting secretary.

Filed in the Co. Clerk's office
Notarized

Exhibit C

THE STATE OF TEXAS X
X
COUNTY OF TRAVIS X

JUN 24 1925 6402 * 12.50

QUITCLAIM DEED

KNOW ALL MEN BY THESE PRESENTS: That the Grantor, Austin Lake Estates Recreation Club, Inc., a corporation duly incorporated and created and doing business under the laws of the State of Texas, acting by and through its duly authorized Vice-President, Robert S. Gilliam, of the County of Travis, State of Texas, for and in consideration of ten dollars (\$10.00) and other valuable consideration, to said Corporation paid in hand by Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, the receipt of all of which is hereby acknowledged, have QUITCLAIMED, and by these presents do QUITCLAIM unto the said Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, all of its right, title, interest, claim and demand in and to that certain real and personal property situated in Travis County, Texas, and described as follows:

The westernmost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres, a subdivision in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Flat Records of Travis County, Texas, together with all improvements thereon situated.

with all and singular said Corporation's right, title, interest, estate, claim and demand in and to the hereditaments and appurtenances thereto belonging or in any wise pertaining; to have and to hold the above released rights, titles, interests, claims and demands, to the said Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, their heirs and assigns forever, so that neither said Corporation nor its successors and

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C 18-1287

THE STATE OF TEXAS, ##
COUNTY OF TRAVIS. ##

I, MISS EMILIE LIMBERG, COUNTY CLERK, TRAVIS COUNTY, TEXAS,
DO HEREBY CERTIFY that the above and foregoing is a true and
correct copy of a Quitclaim Deed

FROM Austin Lake Estates Recreation Club, Inc.

TO Samuel B. Fry, Charles E. Patterson, Dillard L. Vickers, and I. E. Farley, Trustees

as the same appears of record in VOLUME 3700, PAGE(S) 1942-1943
of the Deed RECORDS OF
TRAVIS COUNTY, TEXAS.

GIVEN UNDER MY HAND AND SEAL OF OFFICE AT AUSTIN, TEXAS, THIS
THE 16th DAY OF July A.D. 196 9.

MISS EMILIE LIMBERG, COUNTY CLERK
TRAVIS COUNTY, TEXAS.

BY Levin Lee DEPUTY.

EXHIBIT "B"

THE STATE OF TEXAS)
COUNTY OF TRAVIS)

J.B.M.
M.D.
J.W.M.

BE IT REMEMBERED, that on the 12 day of August, 1969,

that we, each and all of us, J. W. MOORE, MARY DAVIES, BRUCE PARMELEY, and ILLA M. MABERRY in our official capacities as officers and directors of Austin Lake Estates Recreation Club, Inc., acting for and in behalf of Austin Lake Estates Recreation Club, Inc. and acting as the Board of Directors of said corporation, at a regular meeting of said Board of Directors, held at its regular meeting place at the regular time took the following action, to-wit: Upon the meeting being called to order, Mary Davies was recognized by the President, J. W. Moore, and she, the said Mary Davies, made a motion and resolution, concerning a certain parcel of land and water frontage owned by Austin Lake Estates Recreation Club, Inc., said parcel of land and water frontage being the same as that described in a purported quit claim deed executed by Robert S Gilliam, purporting to quitclaim all the right, title and interest of Austin Lake Estates Recreation Club, Inc., over to four purported trustees, they being Charles C. Petterson, Dillard Vickers, Emmett Fry and J. K. Farley, said purported quitclaim deed being dated the 23 day of June, 1969, and filed of record in the Travis County Deed Records in Volume 3700 at page 1542, said tract and parcel of land being situated in Travis County, Texas, and being described in said purported quitclaim deed as follows, to-wit:

M.D.
J.B.M.
J.W.M.

J.B.M.
M.D.
J.W.M.

The westernmost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres a subdivision in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, together with all improvements thereon situated, Attached hereto as Exhibit "A" and made a part hereof for all purposes is certified copy of said purported quitclaim deed.

Said Resolution and motion as made by the said Mary Davies, as seconded by Bruce Parmeley and as carried by unanimous vote, was, and is, to-wit:

THE STATE OF TEXAS
COUNTY OF TRAVIS

WHEREAS, on the 23rd day of June, 1969, certain members of the Board of Directors of Austin Lake Estates Recreation Club, Inc., purporting to act as the board of directors of said corporation, voted to execute a quit claim deed to a portion of the land and waterfront owned by the said Austin Lake Estates Recreation Club, Inc., and purported to create a trust and to name four trustees, and purported to quit claim all right, title, and interest of the said Austin Lake Estates Recreation Club, Inc., in and to said parcel of land and waterfront, and to quit claim said property to said purported trustees, said purported trustees being Charles C. Petterson, Dillard Vickers, Emmett Fry, and I. K. Farley; and

M.D.
J.B.H.
J.D.M. WHEREAS, Robert Gilliam, the then Vice President of said Board of Directors, purporting to be acting for Austin Lake Estates Recreation Club, Inc., did execute said purported quit claim deed to said purported trustees and thereafter cause said purported deed to be filed of record in the Deed Records of the Travis County, Texas, Clerk's office; and

WHEREAS, the land and waterfront area herein referred to is described in that same certain purported quit claim deed which is filed of record in the Volume 3700 at page 1542 in the Deed Records of Travis County, Texas, in the County Clerk's office; and

WHEREAS, it is recognized, understood and agreed to by the majority of the now legally constituted Board of Directors of said Austin Lake Estates Recreation Club, Inc., that all such action as heretofore described was unauthorized, illegal, void ab initio and a nullity, insofar as legally or in anywise transferring title to said land and waterfront from and out of Austin Lake Estates Recreation Club, Inc.; and

WHEREAS, however, it is recognized by the majority of the now legally constituted Board of Directors of said corporation, that such action though it was unauthorized, illegal, void and a nullity, nevertheless might be considered as casting a cloud on the Austin Lake Estates Recreation Club, Inc.'s title to said land and waterfront area

NOW THEREFORE, Be it Resolved by this now legally constituted Board of Directors of said corporation, although specifically not recognizing the validity of the creation of the purported trust, the purported trustees, and the purported quitclaim deed heretofore referred to, does, in order to forever quiet title

to said land and water from area in Austin Lake Estates Recreation Club, Inc., hereby declare said purported trust, said purported trustees, and said purported quitclaim deed to be void ab initio, a nullity, unauthorized and illegal; and to further effectuate said declaration of this Board of Directors, we, all and each of us as well as the Board of Directors as an entity, do hereby, under the authority of the Texas Trust Act, the laws of the State of Texas, the Texas Corporation Act, the by-laws of Austin Lake Estates Recreation Club, Inc., and by vote of the stockholders, revoke, cancel, rescind, annul, and void said purported trust, said purported authority and existence of said purported trustees, and said purported quitclaim deed, and we do so now, and we further do so now for then, when said unauthorized, void and illegal action took place, and said resolution is ordered entered into the minutes of this meeting and declared the official act and deed of this board of Directors acting for and in behalf of Austin Lake Estates Recreation Club, Inc., and in its best interests and for the protection and preservation of its assets. And we, all and each of us as well as this Board of Directors as an entity, authorize and direct Mr. J. W. Moore, President of the Board to execute for the corporation and this Board of Directors a written instrument outlining these proceedings and reflecting and declaring this to be our official act, resolution and deed and to execute same in such a manner and condition that it can be and will be filed of record in the Deed Records of Travis County, Texas.

NOW, THEREFORE, we, each and all of us acting in our official capacities as officers and directors of Austin Lake Estates Recreation Club, Inc., and J. W. Moore, President, acting for said corporation, do hereby execute this ratification and affirmation of the foregoing motion and resolution as carried by unanimous vote at our regular meeting held on the 11th day of August, 1969, and we do hereby ratify and affirm the same.

WITNESS OUR HANDS at Austin, Texas, on this the 12 day of August, 1969.

J. W. Moore
J. W. Moore, President and
Director

Marie Davis
Marie Davis, Secretary and
Director
M D

Ila B. Maberry
Ila B. Maberry, Director

Bruce Parmelee
Bruce Parmelee, Director

AUSTIN LAKE ESTATES RECREATION CLUB,
INC.

By J. W. Moore
J. W. Moore, President

THE STATE OF TEXAS

COUNTY OF TRAVIS: --

BEFORE ME, the undersigned authority, on this the 12 day of August, 1969, there personally appeared before me J. W. Moore, who after being duly sworn by me, did under his oath depose and say that he is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas corporation, that he is also the President of said corporation and as such is authorized and empowered to act for said corporation, and he further stated and acknowledged to me under his oath that he signed the foregoing instrument as President of said Corporation and as a member of the said Board of Directors, and he acknowledged to me that he signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and he acknowledged to me that he did so far the purposes and consideration therein expressed and he further stated that he did not wish to retract same.

J. W. Moore
J. W. Moore

SWORN TO AND SUBSCRIBED TO and acknowledged before me by the said J. W. Moore on this the 12 day of August, 1969, to certify which, witness my hand and seal of office on this the 12 day of August, 1969.

Linda Bealman
Notary Public in and for Travis
County, Texas

THE STATE OF TEXAS
COUNTY OF TRAVIS: -

BEFORE ME, the undersigned authority, on this the 12th day of August, 1969, there personally appeared before me, Mary Davies, who after being duly sworn by me, did under her oath depose and say that she is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas Corporation, that she is also the Secretary of said Corporation, and she further stated and acknowledged to me that she signed the foregoing instrument as Secretary of said Corporation and as a member of the Board of Directors, and she acknowledged to me that she signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and she acknowledged to me that she did so for the purposes and consideration therein expressed, and she further stated that she did not wish to retract same.

Mary Davies
Mary Davies

SWORN TO, SUBSCRIBED TO AND ACKNOWLEDGED before me, by the said Mary Davies on this the 12th day of August, 1969, to certify which witness my hand and seal of office on this the 12th day of August, 1969.

the undersigned authority, on this the _____ day of _____, 1969, to certify which witness my hand and seal of office on this _____ day of _____, 1969.

Janet M. Lindemann
Notary Public, Travis County, Texas

THE STATE OF TEXAS
COUNTY OF TRAVIS: -

BEFORE ME, the undersigned authority, on this the _____ day of August, 1969, there personally appeared before me, Bruce Parmeley, who after being duly sworn by me, did under his oath depose and say that he is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas Corporation, and as such is authorized and empowered to act for said corporation, and he further stated and acknowledged to me under his oath that he signed the foregoing instrument as a member of the said Board of Directors of said corporation, and he acknowledged to me that he signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and he acknowledged to me that he did so for the purposes and consideration therein expressed and he further stated that he did not wish to retract same.

Bruce Parmeley
Bruce Parmeley

SWORN TO, SUBSCRIBED TO AND ACKNOWLEDGED BEFORE ME by the said Bruce Parmeley on this the 12th day of August, 1969; to certify which witness my hand and seal of office on this the 12th day of August, 1969.

John B. Burks
Notary Public in and for Travis County, Texas.

THE STATE OF TEXAS
COUNTY OF TRAVIS : --

BEFORE ME, the undersigned authority, on this the 12 day of August, 1969, there personally appeared before me ILA B. MABERRY, who after being duly sworn by me, did under her oath depose and say that she is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas Corporation, and she further stated and acknowledged to me that she signed the foregoing instrument as a member of the Board of Directors of said corporation, and she acknowledged to me that she signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and she acknowledged to me that she did so for the purposes and consideration therein expressed, and she further stated that she did not wish to retract same.

Ila B. Maberry
Ila B. Maberry

SWORN TO, SUESCRIBED TO AND ACKNOWLEDGED BEFORE ME by the said Ila B. Maberry on this the 12th day of August, 1968; to certify which, witness my hand and seal of office on this the 12th day of August, 1969.

Ella Puente Hancock
Notary Public in and for Travis
County, Texas.

AUSTIN LAKE ESTATES RECREATION CLUB, INC.
BY-LAWS

(Adopted at a Special Meeting of the Shareholders on
December 18, 1966)

ARTICLE I. Meetings of Shareholders

1. All meetings of shareholders shall be held at Austin Lake Estates Recreation Club, Inc. in the City of Austin Lake Estates, State of Texas;

2. An annual meeting of shareholders shall be held at 2 o'clock P. M. on the last Saturday in June of each year if such day is not a legal holiday in said state; if such day falls on a legal holiday in said state, then such annual meeting shall be held at the same time on the next succeeding secular day which is not a legal holiday in said state.

3. Special meetings of the shareholders may be called by the president, the board of directors, the holder of not less than one-tenth of all the shares entitled to vote at the meeting so called. No question may be voted upon at a special meeting of the shareholders unless the notice of such meeting states that one of the purposes of such meeting will be to act upon such question or such meeting is attended by all of the shareholders entitled to vote upon such question and all of the shareholders vote that such question may then be voted upon at such meeting.

4. Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary or the officer or person or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

5. (a) For the purpose of determining shareholders entitled to notice of any meeting of shareholders or any adjournment thereof, the board of directors may by resolution provide that the stock transfer books shall be closed for a period, to be stated in such resolution, not to exceed 10 days.

(b) If the board of directors do not provide for the closing of the stock transfer books, relative to a particular meeting, then and in such event the record time and date for the determination of shareholders entitled to notice of and to vote at such meeting shall be the close of business on the 10th day immediately preceding such meeting.

6. The officer or agent having charge of the corporation's stock transfer books shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof. Such list shall be arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the

meeting. The original stock transfer books shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books and to vote at any meeting of shareholders.

7. The holders of a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. The vote of the holders of a majority of the shares entitled to vote and thus represented at a meeting at which a quorum is present shall be the act of the shareholders' meeting, unless the vote of a greater number is required by law.

8. (a) Each outstanding share shall be entitled to one vote on each matter submitted to a vote of a meeting of shareholders.

(b) Treasury shares, shares of stock owned by another corporation the majority of the voting stock of which is owned or controlled by this corporation, and shares of stock held by this corporation in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time.

(c) A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months.

(d) At each election for directors every shareholder entitled at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or unless expressly prohibited by the articles of incorporation to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates. Any shareholder who intends to cumulate his votes as herein authorized shall give written notice of such intention to the secretary of the corporation on or before the day preceding the election at which such shareholder intends to cumulate his votes.

(e) Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the by-laws of such corporation may authorize or, in the absence of such authorization, as the board of directors of such corporation may determine.

(f) Shares held by an administrator, executor, guardian or conservator may be voted by him so long as such shares forming part of an estate are in the possession and forming a part of the estate being served by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name as trustee.

(g) Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

(h) A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

9. Voting on any question or in any election may be by voice vote or show of hands unless the presiding officer shall order or any shareholder shall demand that voting be by written ballot.

10. To the extent applicable, Robert's Rules of Order shall govern the conduct of and procedure at all shareholders' meetings.

11. Any action required to be or which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof and then delivered to the secretary of the corporation for inclusion in the minute book of the corporation.

ARTICLE II. Directors

1. The business and affairs of the corporation shall be managed by a board of directors.

2. The number of directors of the corporation shall be seven (7). The number of directors may be increased or decreased from time to time by amendment to these by-laws, but no decrease shall have the effect of shortening the term of any incumbent director.

3. In order to be a director, a person must have the following qualifications: He or she must be a stockholder in the corporation and either own property in, or be a resident of, Austin Lake Estates area.

4. At the first annual meeting of shareholders and at each annual meeting thereafter the shareholders shall elect directors to hold office until the next succeeding annual meeting.

5. Unless removed in accordance with these by-laws, each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

6. Any director may be removed from his position as director, with cause, at any special meeting of shareholders if notice of intention to act upon the question of removing such director shall have been stated as one of the purposes for the calling of such meeting; provided, however, that if such director was elected by cumulative voting, the vacancy created by his removal shall be filled by the vote of the shareholders whose cumulative vote elected him.

7. A particular directorship shall be considered to be vacant upon the happening of any one of the following events:

- (1) Death of the person holding such directorship.
- (2) Resignation of the person holding such directorship.
- (3) Refusal of a person elected to a directorship to manifest his assent to serve.
- (4) Removal of a director at a special shareholders' meeting as provided in section 6 of this Article of these by-laws.

8. Subject to the provisions of Article II, Section 6 hereof, any vacancy occurring in the board of directors shall be filled at the next meeting of the board of directors following the occurrence of such vacancy. Such vacancy shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in such directorship.

9. In the event of the creation of one or more new directorships by amendment of these by-laws, then any directorship to be filled by reason of such an

increase in the number of directors shall be filled by election at an annual meeting of the shareholders or a special meeting of the shareholders called for that purpose.

10. A majority of the number of directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless otherwise specifically required by law or these by-laws.

11. A regular meeting of the board of directors shall be held without other notice than this by-law immediately after and at the same place as the annual meeting of shareholders. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

12. Special meetings of the board of directors may be called by or at the request of the president or any two directors. Notice of the call of a special meeting shall be in writing and delivered for transmission to each of the directors not later than during the third day immediately preceding the day for which such meeting is called. Notice of any special meeting may be waived in writing signed by the person or persons entitled to such notice; such waiver may be executed at any time before or after the time herein specified for the giving of such notice but not later than the time specified in such notice for the holding of such special meeting. Attendance of a director at a special meeting shall constitute a waiver of notice of such special meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business or the meeting is not lawfully called or convened.

13. Unless otherwise specifically provided in these by-laws, all meetings of the board of directors shall be held at such times and at such places as may be specified by the Board.

14. Neither the business proposed to be transacted, nor the purpose of any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

ARTICLE III. Officers

1. The officers of the corporation shall be a president, vice-president, a treasurer, and a secretary. Officers must be stockholders and either own property in or be a resident of, Austin Lake Estates area.

2. The officers of the corporation shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of shareholders or as soon thereafter as conveniently as vacancies may be filled or new offices filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner herein provided.

3. Any officer or agent or member of the executive committee elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

5. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the shareholders and of the board

of directors. He shall sign, with the secretary or an assistant secretary, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

6. In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

7. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever; and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors; (b) in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the board of directors.

8. The secretary shall: (a) keep the minutes of the shareholders' and of the board of directors' meetings in one or more books provided for that purpose; (b) see that all notices are fully given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all certificates for shares prior to the issue thereof and to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; (d) keep a register of the post-office address of each shareholder; (e) sign with the president certificates for shares of the corporation, the issue of which shall have been authorized by resolution of the board of directors; (f) have general charge of the stock transfer books of the corporation; (g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

ARTICLE IV. Contracts, Loans, Checks and Deposits

1. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

3. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

4. All funds of the corporation not otherwise employed shall be deposited

from time to time to the credit of the corporation in such blanks, trust companies, or other depositories as the board of directors may select.

ARTICLE V. Certificates for Shares and Their Transfer.

1. Certificates representing shares of the corporation shall be in such form as may be determined by the board of directors. Such certificates shall be signed by the president or a vice-president and by the secretary or an assistant secretary and shall be sealed with the seal of the corporation. All certificates for shares shall be consecutively numbered or otherwise identified. The name of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed, or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the board of directors may prescribe.

2. Transfers of shares of the corporation shall be made only on the books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed the owner thereof for all purposes as regards the corporation.

ARTICLE VI. Fiscal Year

The fiscal year of the corporation shall begin on the first day of July in each year and end on the 30th day of June the following year.

ARTICLE VII. Seal

The board of directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation.

ARTICLE VIII. Amendment of by-laws.

These by-laws may be amended by the vote of the holders of a majority of the shares at any annual meeting of the shareholders or, if notice of a proposal to amend these by-laws and the respect in which proposed to be amended is given in any call of a special meeting of shareholders, at such special meeting.

NO. 175,131

AUSTIN LAKE ESTATES) IN THE 126th
RECREATION CLUB, INC.)
AND J. W. MOORE,)
PLAINTIFFS)
VS)
R. S. GILLIAM, CHARLES C.) JUDICIAL DISTRICT COURT
M.D. PETERSON, DILLARD L.)
VICKERS, EMMETT R. FRY,)
I. K. FARLEY, VIVIAN) OF
WORDERN, JOHN ROSE, AND)
MARLENE ANGLIN,)
DEFENDANTS) TRAVIS COUNTY, TEXAS

In support of the motion of AUSTIN LAKE ESTATES RECREATION CLUB, INC., and MARY DAVIES for summary judgment in the above entitled cause, the undersigned affiant makes this affidavit and thereby on ^{ORAL}~~ORDER~~ states the following:

I am over twenty-one (21) years of age, am of sound mind, have never been convicted of any crime or offense and have personal knowledge of every statement herein made and am fully ^{M.D.} ~~competent~~ to testify to the matter stated herein:

On or about the 23rd day of JUNE, A. D. 1969, Robert S. Gilliam, without authority, assumed the chair as presiding officer of a meeting of the Board of Directors of Austin Lake Estates Recreation Club, Inc., from ^{M.D. J.W. LIPPERS PRES.} ~~your absence~~ and proceeded to call for a vote upon a resolution, a copy of which is attached hereto and marked "Exhibit A" and adjourned the meeting of the Board of Directors.

Austin Lake Estates Recreation Club Board

Thereafter, to-wit, on the same day and date at 8:50 o'clock a.m., at a place other than the regular meeting place of the Board of Directors of Austin Lake Estates Recreation Club, Inc., and without written notice as required by the by-laws of Austin Lake Estates Recreation Club, Inc., a copy of said by-laws being attached hereto and marked "Exhibit B."

That thereafter to-wit, on or about the 24th day of JUNE, A. D. 1969, Robert S. Gilliam, purported to execute and deliver for and on behalf of, and as the act and deed of, Austin Lake Estates Recreation Club, Inc., a deed to

The westernmost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres A subdivision in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, together with all improvements thereon situated.

M.D. to Charles C. Peterson, Dillard Vickers, Emmett R. Fry, and I. K. Farley, as Trustees pursuant to a resolution adopted at the meeting of the Board of Directors called without authority and not pursuant to the by-laws of Austin Lake Estates Recreation Club, Inc.

Thereafter on the 30th day of JUNE, A. D. 1969, at the regular annual meeting of the authorities of Austin Lake Estates Recreation Club, Inc., a resolution, a copy of which is attached hereto and marked "Exhibit C," was duly passed and adopted revoking the alleged trust heretofore described.

Mary Davies

MARY DAVIES

SWORN TO AND SUBSCRIBED BEFORE ME by MARY DAVIES the said affiant on this the 5th day of November, A. D. 1971.

Janet M. Lindemann

Notary Public in and for
Travis County, Texas

Austin Lake Estates Recreation Club Board

Special called meeting of ALERC Board of Directors was called to order by Mr. J. W. Moore, President. Members present were: Mr. Moore, Mr. Ross, Mr. Gilliam, Mrs. Warden, Mrs. Maberry and Miss Anglin. In the absence of Mrs. Davis, Miss Anglin was elected to take the minutes.

The floor was given to Mrs. Warden who gave a history of the area and the formation of the club. She stated that the original developer built the boat docks, boat launch ramp, swimming pool and developed the picnic grounds for the use of all property owners. The developers then formed ALERC and gave to the Club, the Ranch house tract with the old ranch house to be used as a club house and neighborhood meeting place. The developers publications and recorded instruments gave all property owners the right to the facilities built for their use and enjoyment. ALERC decided they needed to have their club house located on Lot 4 in order to better manage these improvements which the developer had built. ALERC petitioned the developers for title to Lot 4 in order to build a new club house on Lot 4. The developer gave title to Lot 4 to ALERC with the express provision that it was conveyed subject to all rights and privileges of the owners of lots in the area. By accepting the deed to lot 4, ALERC agreed to protect the rights and privileges granted to the users thereof.

Mrs. Warden then stated that the club today is far removed from its original intent and scheme of a neighborhood club. She pointed out that 120' of the property was to be sold and that the present lessee was given the privilege of fencing in the remainder of lot 4 and that the lessee had stated that he intended to keep the property locked at all times when the club was not open. The sale of 120' of the lot and fencing in of the remainder of the lot would deprive the property owners of their recorded rights and privileges. It was for this reason that Mrs. Warden then moved for the acceptance of the following resolution:

"Whereas it is for the best interest of this corporation that the westernmost 303 feet of Lot 4, Ce Bar Ranch, Lakeview Acres, be set aside, conveyed to, and held in trust for the owners of lots in Austin Lake Estates, Sections One (1), Two (2) and Three (3), and for all future purchasers of lots in those said subdivisions, and for all future purchasers of lots heretofore, or hereafter subdivided out of the original ~~862.16~~ 862.16 acre tract adjoining said Subdivisions; and

Whereas, the authority to convey the aforesaid property should be vested in some officer or officers of the Corporation with full authority to so act:

Therefore, be it resolved by the Directors of this corporation that the Vice-President of this Corporation, Robert S. Gilliam, be, and he is hereby fully authorized on behalf of and in the name of this Corporation, to transfer and convey, by Quitclaim Deed, the westernmost 303 feet of Lot 4, CeBar Ranch Lakeview Acres, a sub-division in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, to Emmett E. Fry, Charles C. Peterson, Dillard L. Vickers, and I. K. Farley as Trustees for all lot owners of lots in Austin Lake Estates, Sections One (1), Two (2) and Three (3), and all future purchasers of lots in those said subdivisions, and for all future purchasers of lots heretofore, or hereafter, subdivided out of the original 862.16 acre tract adjoining said Subdivisions."

Miss Anglin then asked questions on the resolution. Mr. Gilliam explained that this would perpetuate the land for the people so that it could not be

-2- (Minutes continued of Special called meeting, June 23, 1969)

sold off in piecemeal fashion as was the Ranch House Tract.

Miss Anglin then seconded the motion to adopt the resolution.

Mr. Moore asked Mr. Rose for his opinion. Mr. Rose stated that it was his opinion that this was a good thing to do and that he was in favor of the resolution.

Mr. Rose seconded the resolution.

Mr. Moore declined to put the motion to a vote until he obtains legal advise as to whether the motion is legal or illegal, by a competent attorney.

Mr. Gilliam then read Article III, Paragraph 6 of the By-Laws which states, " In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors."

According to Mrs. Worden the proposed resolution was made under legal advice.

According to Mrs. Maberry, who also states that she consulted an attorney about what could be discussed in a meeting called by the vice-president five days prior to a general annual stock holders meeting... "that, only regular business could be discussed, no amendments could be proposed, for example, no changes in the articles of corporation can be proposed or discussed and no amendments ... in fact, no changes in the articles of the corporation can be discussed in such a meeting, in fact, very few subjects can be discussed".

Mr. Gilliam stated that it was his opinion that a legal motion had been made and seconded before a quorum of the duly elected board members of the corporation and that the failure to call for a vote in this instance, constitutes a refusal to act and on this premise only, acting under the provisions of Article III, Paragraph 6 of the By-Laws of this corporation, he proposed to act in place of the president and call for a vote on the resolution proposed by Mrs. Worden and seconded by Miss Anglin and Mr. Rose. In accordance with this belief I will now call for a vote without further discussion.

Those voting aye were Mr. Rose, Mrs. Worden and Miss Anglin.
Those voting nay were Mrs. Maberry and Mr. Moore.

Mrs. Maberry pointed out that the stock holders of ALERC have superior powers to the board which the stockholders have elected. Therefore, Mrs. Maberry said that it is out of order, the board, by assuming powers which it does not have and which are vested in the members of the stockholders of the corporation.

Mrs. Worden stated, that the stockholders wrote and approved the By-Laws and that we have acted in accordance with the By-Laws in proposing and adopting the resolution.

Exhibit A

-3- (Minutes continued of Special called meeting, June 23, 1969)

Mr. Gilliam made the statement that the By-Laws of this corporation provide that the business and affairs of the corporation shall be managed by a board of directors and the action of a quorum of such board of directors is legally binding upon the corporation.

Mrs. Maberry states that Mr. Gilliam's statement that the president failed to act is his own opinion, which is ~~insufficient~~ ^{incompetent} in comparison with the president's decision to wait for legal advice and competence of legal authority in such a grave matter.

Mr. Moore stated that he agreed with the above statement made by Mrs. Maberry.

Mr. Gilliam takes exception to the preceding remarks regarding incompetency.

Mrs. Worden moved we adjourn. Mr. Gilliam seconded the motion. Motion carried. Meeting adjourned.

Resptfully submitted,

Marlene Anglin
Acting Secretary

SPECIAL CALLED MEETING

A. L. E. R. C. INC.

BOARD OF DIRECTORS

JUNE 23, 1969

A special meeting of the Board of Directors of A. L. E. R. C. Inc. was called by John Rose, Marlene Anglin, Vivian Worden, and Robert Gilliam to act upon a resolution presented by Mrs. Vivian Worden.

This meeting was called to meet at the residence of Robert S. Gilliam Austin Lake Estates at 8:50 p.m. on the evening of Monday June 23, 1969

The meeting was called to order by the Vice-President, Robert S. Gilliam, who stated that the meeting was called for the purpose of final action upon a resolution which had previously been made by Mrs. Worden during the prior special meeting called for 7:00 p.m. the same day. Mr. Gilliam pointed out that a vote on this resolution at the previous meeting was not called by the president, Mr. J. W. Moor and in as much as the subsequent action by Mr. Gilliam and other board members had been challenged, it was felt expedient and necessary to call this special meeting.

Mr. Gilliam asked if there were a motion to be placed before this special meeting, and Mrs. Worden placed the following resolution before the board:

(See attached copy of resolution.)

Discussion was called for, and in the absence of further discussion, a vote on the resolution was called for.

Exhibit B

2 Special Called Meeting

8:50 p.m. June 23, 1969

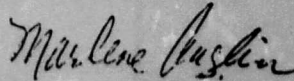
The resolution was made by Mrs. Worden was seconded by John Rose.

Mr. Gilliam called for a vote on the resolution and those voting for the resolution were Mrs. Worden, Mr. Rose, and Miss Anglin. Motion carried.

Mr. Gilliam, although not having a vote, fully endorsed the action of this quorum in approving the resolution of Mrs. Worden, which perpetuates the ownership of this lake front property by all of the land holders named in the resolution.

Mrs. Worden moved adjournment, motion seconded by Mr. Rose. Motion carried unanimously. Meeting adjourned.

Respectfully submitted,



Marlene Anglin,
Acting Secretary

Whereas it is for the best interest of this corporation that the westernmost 303 feet of Lot 4, Ce Bar Ranch, Lakeview Acres, be set aside, conveyed to, and held in trust for the owners of lots in Austin Lake Estates, Sections One (1), Two (2) and Three (3), and for all future purchasers of lots in those said Subdivisions, and for all future purchasers of lots heretofore, or hereafter, subdivided out of the original 862.16 acre tract adjoining said Subdivisions; and

WHEREAS, the authority to convey the aforesaid property should be vested in some officer or officers of the Corporation with full authority to so act:

THEREFORE, be it resolved by the Directors of this corporation that the Vice-President of this Corporation, Robert S. Gilliam, be, and he is hereby, fully authorized on behalf of and in the name of this Corporation, to transfer and convey, by Quitclaim Deed, the westernmost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres, a subdivision in Travis County, Texas, according to the map or plat

thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas. By Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley as Trustees for all lot owners of lots in Austin Lake Estates, Sections One (1), Two (2) and Three (3), and all future purchasers of lots in those said subdivisions, and for all future purchasers of lots heretofore, or hereafter, subdivided out of the original 862.16 acre tract adjoining said Subdivisions.

RESOLVED, that the shareholders of Austin Lake Estates Recreation Club, Inc. repudiate the action taken by the board of directors at a special meeting held on June 23, 1969, which purported to convey over 300 feet of the corporation's property to certain shareholders of the corporation to be held in trust by them for the benefit of property owners in Austin Lake Estates, and that the incoming board of directors take whatever ~~actions~~ ^{direct} steps are necessary to prevent such purported action from clouding the corporation's title to its property.

Resolution passed by a vote of 179 to 98

J. W. Moore President

Copy of this, with statement of secretary
H. B. Mahoney, acting secretary.

filed in the Co. Clerk's office.
Notarized.

Exhibit C

THE STATE OF TEXAS
COUNTY OF TRAVIS

NOV 24 09 50 6402 * 2.50

18-1287

QUITCLAIM DEED

KNOW ALL MEN BY THESE PRESENTS: That the Grantor, Austin Lake Estates Recreation Club, Inc., a corporation duly incorporated and created and doing business under the laws of the State of Texas, acting by and through its duly authorized Vice-President, Robert S. Gilliam, of the County of Travis, State of Texas, for and in consideration of ten dollars (\$10.00) and other valuable consideration, to said Corporation paid in hand by Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, the receipt of all of which is hereby acknowledged, have QUITCLAIMED, and by these presents do QUITCLAIM unto the said Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, all of its right, title, interest, claim and demand in and to that certain real and personal property situated in Travis County, Texas, and described as follows:

The westernmost 300 feet of Lot 4, CeBar Ranch, Lakeview Acres, a subdivision in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, together with all improvements thereon situated.

with all and singular said Corporation's right, title, interest, estate, claim and demand in and to the hereditaments and appurtenances thereto belonging or in any wise pertaining; to have and to hold the above released rights, titles, interests, claims and demands, to the said Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, Trustees, their heirs and assigns forever, so that neither said Corporation nor its successors and

THE STATE OF TEXAS, ##
COUNTY OF TRAVIS. ##

I, MISS EMILIE LIMBERG, COUNTY CLERK, TRAVIS COUNTY, TEXAS,
DO HEREBY CERTIFY that the above and foregoing is a true and
correct copy of a Quitclaim Deed

FROM Austin Lake Estates Recreation Club, Inc.

TO Emmett E. Fry, Charles G. Peterson, Billard L. Vickers, and I. R. Farley, Trustees

as the same appears of record in VOLUME 3700, PAGE(S) 1342-1343

of the Deed RECORDS OF

TRAVIS COUNTY, TEXAS.

GIVEN UNDER MY HAND AND SEAL OF OFFICE AT AUSTIN, TEXAS, THIS
THE 14th DAY OF July A.D. 196 9.

MISS EMILIE LIMBERG, COUNTY CLERK
TRAVIS COUNTY, TEXAS.

BY LeAnn Lee DEPUTY.

THE STATE OF TEXAS
COUNTY OF TRAVIS

WHEREAS, on the 3rd day of June, 1969, certain members of the Board of Directors of Austin Lake Estates Recreation Club, Inc., purporting to act as the board of directors of said corporation, voted to execute a quit claim deed to a portion of the land and waterfront owned by the said Austin Lake Estates Recreation Club, Inc., and purported to create a trust and to name four trustees, and purported to quit claim all right, title, and interest of the said Austin Lake Estates Recreation Club, Inc., in and to said parcel of land and waterfront, and to quit claim said property to said purported trustees, said purported trustees being Charles A. Petterson, Dillard Vickers, Emmett Fry, and I. K. Farley; and

M.D.
J.B.M.
E.S.
J.W.M.

WHEREAS, Robert Gilliam, the then Vice President of said Board of Directors, purporting to be acting for Austin Lake Estates Recreation Club, Inc., did execute said purported quit claim deed to said purported trustees and thereafter cause said purported deed to be filed of record in the Deed Records of the Travis County, Texas, Clerk's office; and

WHEREAS, the land and waterfront area herein referred to is described in that same certain purported quit claim deed which is filed of record in the Volume 3700 at page 1542 in the Deed Records of Travis County, Texas, in the County Clerk's office; and

WHEREAS, it is recognized, understood and agreed to by the majority of the now legally constituted Board of Directors of said Austin Lake Estates Recreation Club, Inc., that all such action as heretofore described was unauthorized, illegal, void ab initio and a nullity, insofar as legally or in anywise transferring title to said land and waterfront from and out of Austin Lake Estates Recreation Club, Inc.; and

WHEREAS, however, it is recognized by the majority of the now legally constituted Board of Directors of said corporation, that such action though it was unauthorized, illegal, void and a nullity, nevertheless might be considered as casting a cloud on the Austin Lake Estates Recreation Club, Inc.'s title to said land and waterfront area;

NOW THEREFORE, Be it Resolved by this now legally constituted Board of Directors of said corporation, although specifically not recognizing the validity of the creation of the purported trust, the purported trustees, and the purported quitclaim deed heretofore referred to, does, in order to forever quiet title

to said land and waterfront area in Austin Lake Estates Recreation Club, Inc., hereby declare said purported trust, said purported trustees, and said purported quitclaim deed to be void ab initio, a nullity, unauthorized and illegal; and to further effectuate said declaration of this Board of Directors, we, all and each of us as well as the Board of Directors as an entity, do hereby, under the authority of the Texas Trust Act, the laws of the State of Texas, the Texas Corporation Act, the by-laws of Austin Lake Estates Recreation Club, Inc., and by vote of the stockholders, revoke, cancel, rescind, annul, and void said purported trust, said purported authority and existence of said purported trustees, and said purported quitclaim deed, and we do so now, and we further do so now for then, when said unauthorized, void and illegal action took place, and said resolution is ordered entered into the minutes of this meeting and declared the official act and deed of this Board of Directors acting for and in behalf of Austin Lake Estates Recreation Club, Inc., and in its best interests and for the protection and preservation of its assets. And we, all and each of us as well as this Board of Directors as an entity, authorize and direct Mr. J. W. Moore, President of the Board to execute for the corporation and this Board of Directors a written instrument outlining these proceedings and reflecting and declaring this to be our official act, resolution and deed and to execute same in such a manner and condition that it can be and will be filed of record in the Deed Records of Travis County, Texas.

NOW, THEREFORE, we, each and all of us acting in our official capacities as officers and directors of Austin Lake Estates Recreation Club, Inc., and J. W. Moore, President, acting for said corporation, do hereby execute this ratification and affirmance of the foregoing motion and resolution as carried by unanimous vote at our regular meeting held on the 11th day of August, 1969, and we do hereby ratify and affirm the same.

WITNESS OUR HANDS at Austin, Texas, on this the 12 day of August, 1969.

J. W. Moore
J. W. Moore, President and
Director

Marie Davis
Marie Davis, Secretary and
Director
M D

Ila B. Maberry
Ila B. Maberry, Director

Bruce Parmeley
Bruce Parmeley, Director

AUSTIN LAKE ESTATES RECREATION CLUB,
INC.

By J. W. Moore
J. W. Moore, President

THE STATE OF TEXAS
COUNTY OF TRAVIS: --

BEFORE ME, the undersigned authority, on this the 12 day of August, 1969, there personally appeared before me J. W. Moore, who after being duly sworn by me, did under his oath depose and say that he is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas corporation, that he is also the President of said corporation and as such is authorized and empowered to act for said corporation, and he further stated and acknowledged to me under his oath that he signed the foregoing instrument as President of said Corporation and as a member of the said Board of Directors, and he acknowledged to me that he signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and he acknowledged to me that he did so for the purposes and consideration therein expressed and he further stated that he did not wish to retract same.

J. W. Moore
J. W. Moore

SWORN TO AND SUBSCRIBED TO and acknowledged before me by the said J. W. Moore on this the 12 day of August, 1969, to certify which, witness my hand and seal of office on this the 12 day of August, 1969.

Leith B. Baulison
Notary Public in and for Travis
County, Texas

THE STATE OF TEXAS
COUNTY OF TRAVIS: -

BEFORE ME, the undersigned authority, on this the 12th day of August, 1969, there personally appeared before me, Mary Davies, who after being duly sworn by me, did under her oath depose and say that she is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas Corporation, that she is also the Secretary of said Corporation, and she further stated and acknowledged to me that she signed the foregoing instrument as Secretary of said Corporation and as a member of the Board of Directors, and she acknowledged to me that she signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and she acknowledged to me that she did so for the purposes and consideration therein expressed, and she further stated that she did not wish to retract same.

Mary Davies
Mary Davies

SWORN TO, SUBSCRIBED TO AND ACKNOWLEDGED before me, by the said Mary Davies on this the 12th day of August, 1969, to certify which witness my hand and seal of office on this the 12th day of August, 1969.

the Notary Public, Myberry on this the
witness my hand and seal of office on this

Janet M. Lindemann
Notary Public, Travis County, Texas

THE STATE OF TEXAS
COUNTY OF TRAVIS: -

BEFORE ME, the undersigned authority, on this the ___ day of August, 1969, there personally appeared before me, Bruce Parmeley, who after being duly sworn by me, did under his oath depose and say that he is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas Corporation, and as such is authorized and empowered to act for said corporation, and he further stated and acknowledged to me under his oath that he signed the foregoing instrument as a member of the said Board of Directors of said corporation, and he acknowledged to me that he signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and he acknowledged to me that he did so for the purposes and consideration therein expressed and he further stated that he did not wish to retract same.

Bruce Parmeley
Bruce Parmeley

SWORN TO, SUBSCRIBED TO AND ACKNOWLEDGED BEFORE ME by the said Bruce Parmeley on this the 12th day of August, 1969; to certify which witness my hand and seal of office on this the 12th day of August, 1969.

G. B. Burks
Notary Public in and for Travis County,
Texas.

THE STATE OF TEXAS
COUNTY OF TRAVIS : --

BEFORE ME, the undersigned authority, on this the 12 day of August, 1969, there personally appeared before me ILLA B. MABERRY, who after being duly sworn by me, did under her oath depose and say that she is a member of the Board of Directors of Austin Lake Estates Recreation Club, Inc., a Texas Corporation, and she further stated and acknowledged to me that she signed the foregoing instrument as a member of the Board of Directors of said corporation, and she acknowledged to me that she signed said instrument as the act and deed of said corporation and as the act and deed of the Board of Directors thereof, and she acknowledged to me that she did so for the purposes and consideration therein expressed, and she further stated that she did not wish to retract same.

Illa B. Maberry
Illa B. Maberry

SWORN TO, SUBSCRIBED TO AND ACKNOWLEDGED BEFORE ME by the said Illa B. Maberry on this the 12th day of August, 1968; to certify which, witness my hand and seal of office on this the 12th day of August, 1969.

Ella Puente Hancock
Notary Public in and for Travis
County, Texas.

AUSTIN LAKE ESTATES RECREATION CLUB, INC.
BY-LAWS

(Adopted at a Special Meeting of the Shareholders on
December 18, 1966)

ARTICLE I. Meetings of Shareholders:

1. All meetings of shareholders shall be held at Austin Lake Estates Recreation Club, Inc. in the City of Austin Lake Estates, State of Texas;

2. An annual meeting of shareholders shall be held at 2 o'clock P. M. on the last Saturday in June of each year if such day is not a legal holiday in said state; if such day falls on a legal holiday in said state, then such annual meeting shall be held at the same time on the next succeeding secular day which is not a legal holiday in said state.

3. Special meetings of the shareholders may be called by the president, the board of directors, the holders of not less than one-tenth of all the shares entitled to vote at the meeting so called. No question may be voted upon at a special meeting of the shareholders unless the notice of such meeting states that one of the purposes of such meeting will be to act upon such question or such meeting is attended by all of the shareholders entitled to vote upon such question and all of the shareholders vote that such question may then be voted upon at such meeting.

4. Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary or the officer or person or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

5. (a) For the purpose of determining shareholders entitled to notice of any meeting of shareholders or any adjournment thereof, the board of directors may by resolution provide that the stock transfer books shall be closed for a period, to be stated in such resolution, not to exceed 10 days.

(b) If the board of directors do not provide for the closing of the stock transfer books, relative to a particular meeting, then and in such event the record time and date for the determination of shareholders entitled to notice of and to vote at such meeting shall be the close of business on the 10th day immediately preceding such meeting.

6. The officer or agent having charge of the corporation's stock transfer books shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof. Such list shall be arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the

meeting. The original stock transfer books shall be prima facie evidence as to who are the shareholders entitled to examine such lists or transfer books and to vote at any meeting of shareholders.

7. The holders of a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. The vote of the holders of a majority of the shares entitled to vote and thus represented at a meeting at which a quorum is present shall be the act of the shareholders' meeting, unless the vote of a greater number is required by law.

8. (a) Each outstanding share shall be entitled to one vote on each matter submitted to a vote of a meeting of shareholders.

(b) Treasury shares, shares of stock owned by another corporation the majority of the voting stock of which is owned or controlled by this corporation, and shares of stock held by this corporation in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time.

(c) A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months.

(d) At each election for directors every shareholder entitled at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or unless expressly prohibited by the articles of incorporation to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates. Any shareholder who intends to cumulate his votes as herein authorized shall give written notice of such intention to the secretary of the corporation on or before the day preceding the election at which such shareholder intends to cumulate his votes.

(e) Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the by-laws of such corporation may authorize or, in the absence of such authorization, as the board of directors of such corporation may determine.

(f) Shares held by an administrator, executor, guardian or conservator may be voted by him so long as such shares forming part of an estate are in the possession and forming a part of the estate being served by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name as trustee.

(g) Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

(h) A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

9. Voting on any question or in any election may be by voice vote or show of hands unless the presiding officer shall order or any shareholder shall demand that voting be by written ballot.

10. To the extent applicable, Robert's Rules of Order shall govern the conduct of and procedure at all shareholders' meetings.

11. Any action required to be or which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof and then delivered to the secretary of the corporation for inclusion in the minute book of the corporation.

ARTICLE II. Directors

1. The business and affairs of the corporation shall be managed by a board of directors.

2. The number of directors of the corporation shall be seven (7). The number of directors may be increased or decreased from time to time by amendment to these by-laws, but no decrease shall have the effect of shortening the term of any incumbent director.

3. In order to be a director, a person must have the following qualifications: He or she must be a stockholder in the corporation and either own property in, or be a resident of, Austin Lake Estates area.

4. At the first annual meeting of shareholders and at each annual meeting thereafter the shareholders shall elect directors to hold office until the next succeeding annual meeting.

5. Unless removed in accordance with these by-laws, each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

6. Any director may be removed from his position as director, with cause, at any special meeting of shareholders if notice of intention to act upon the question of removing such director shall have been stated as one of the purposes for the calling of such meeting; provided, however, that if such director was elected by cumulative voting, the vacancy created by his removal shall be filled by the vote of the shareholders whose cumulative vote elected him.

7. A particular directorship shall be considered to be vacant upon the happening of any one of the following events:

- (1) Death of the person holding such directorship.
- (2) Resignation of the person holding such directorship.
- (3) Refusal of a person elected to a directorship to manifest his assent to serve.
- (4) Removal of a director at a special shareholders' meeting as provided in section 6 of this Article of these by-laws.

8. Subject to the provisions of Article II, Section 6 hereof, any vacancy occurring in the board of directors shall be filled at the next meeting of the board of directors following the occurrence of such vacancy. Such vacancy shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in such directorship.

9. In the event of the creation of one or more new directorships by amendment of these by-laws, then any directorship to be filled by reason of such an

increase in the number of directors shall be filled by election at an annual meeting of the shareholders or a special meeting of the shareholders called for that purpose.

10. A majority of the number of directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless otherwise specifically required by law or these by-laws.

11. A regular meeting of the board of directors shall be held without other notice than this by-law immediately after and at the same place as the annual meeting of shareholders. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

12. Special meetings of the board of directors may be called by or at the request of the president or any two directors. Notice of the call of a special meeting shall be in writing and delivered for transmission to each of the directors not later than during the third day immediately preceding the day for which such meeting is called. Notice of any special meeting may be waived in writing signed by the person or persons entitled to such notice; such waiver may be executed at any time before or after the time herein specified for the giving of such notice but not later than the time specified in such notice for the holding of such special meeting. Attendance of a director at a special meeting shall constitute a waiver of notice of such special meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business or the meeting is not lawfully called or convened.

13. Unless otherwise specifically provided in these by-laws, all meetings of the board of directors shall be held at such times and at such places as may be specified by the Board.

14. Neither the business proposed to be transacted, nor the purpose of any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

ARTICLE III. Officers

1. The officers of the corporation shall be a president, vice-president, a treasurer, and a secretary. Officers must be stockholders and either own property in, or be a resident of, Austin Lake Estates area.

2. The officers of the corporation shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of shareholders or as soon thereafter as conveniently as vacancies may be filled or new offices filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner herein provided.

3. Any officer or agent or member of the executive committee elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

5. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the shareholders and of the board

of directors. He shall sign, with the secretary or an assistant secretary, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

6. In the absence of the president or in the event of his inability or refusal to act, the vice-president (or, if there be more than one vice-president, the vice presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

7. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever; and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors; (b) in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the board of directors.

8. The secretary shall: (a) keep the minutes of the shareholders' and of the board of directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all certificates for shares prior to the issue thereof and to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; (d) keep a register of the post-office address of each shareholder; (e) sign with the president certificates for shares of the corporation, the issue of which shall have been authorized by resolution of the board of directors; (f) have general charge of the stock transfer books of the corporation; (g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

ARTICLE IV. Contracts, Loans, Checks and Deposits

1. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

3. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

4. All funds of the corporation not otherwise employed shall be deposited

from time to time to the credit of the corporation in such blanks, trust companies, or other depositories as the board of directors may select.

ARTICLE V. Certificates for Shares and Their Transfer.

1. Certificates representing shares of the corporation shall be in such form as may be determined by the board of directors. Such certificates shall be signed by the president or a vice-president and by the secretary or an assistant secretary and shall be sealed with the seal of the corporation. All certificates for shares shall be consecutively numbered or otherwise identified. The name of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed, or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the board of directors may prescribe.

2. Transfers of shares of the corporation shall be made only on the books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed the owner thereof for all purposes as regards the corporation.

ARTICLE VI. Fiscal Year

The fiscal year of the corporation shall begin on the first day of July in each year and end on the 30th day of June the following year.

ARTICLE VII. Seal

The board of directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation.

ARTICLE VIII. Amendment of by-laws.

These by-laws may be amended by the vote of the holders of a majority of the shares at any annual meeting of the shareholders or, if notice of a proposal to amend these by-laws and the respect in which proposed to be amended is given in any call of a special meeting of shareholders, at such special meeting.

NO. 175,131

AUSTIN LAKE ESTATES
RECREATION CLUB, INC.

AND J.W. MOORE,

PLAINTIFFS

VS

R.S. GILLIAM, CHARLES C.

PETERSON, DILLARD L.

VICKERS, EMMETT R. FRY,

I.K. FARLEY, VIVIAN

WORDERN, JOHN ROSE, AND

MARLENE ANGLIN,

DEFENDANTS

IN THE 126th

JUDICIAL DISTRICT COURT

OF

TRAVIS COUNTY, TEXAS

TO THE HONORABLE JUDGE OF SAID COURT:

Plaintiff, AUSTIN LAKE ESTATES RECREATION CLUB, INC., and J. W. MOORE make this their motion for summary judgment upon title and possession to the property described in Plaintiff's original petition, to wit:

The westernmost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres, a subdivision in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, together with all improvements thereon situated.

The grounds of such motion being as follows:

I.

The Plaintiff seeks to revoke, cancel, rescind, annul and void said trust, said purported authority and existence of said purported Trustees, and said purported Quit Claim deed and recover title to the land described as set forth in petition as pleaded in its original petition.

II.

The adverse parties, R. S. GILLIAM, CHARLES C. PETERSON, DILLARD L. VICKERS, EMMETT R. FRY, I. K. FARLEY, VIVIAN WORDERN, JOHN ROSE and MARLENE

Nov 8 10 44 AM 1971

G.T. Martin, Jr. CLERK

DISTRICT COURTS
TRAVIS COUNTY, TEXAS

POSTED

NOTED
CAX

ANGLIN, all have answered herein.

III.

The pleadings and depositions on file, together with ~~supporting~~ ^{supporting} affidavits which are attached hereto show that there is no genuine issue as to any material facts and that your Plaintiff, the moving party, is entitled to a judgment revoking, cancelling, rescinding, annulling and voiding said trust, said purported authority and existence of said purported Trustees, and said purported Quit Claim Deed and for title and possession of the premises described as:

The westermost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres, a subdivision in Travis County, Texas, according to the map or plat thereof of record in Plat Book 5, Page 43, of the Plat Records of Travis County, Texas, together with all improvements thereon situated.

upon such claim against said Defendants, as a matter of law.

IV.

That said Trust and Deed violates the Statute of Frauds, the Rule against Perpetuity and the Texas Trust Act; that said Trust is a Dry Trust; that said Deed is void for lack of consideration.

WHEREFORE, PREMISES CONSIDERED, Plaintiff prays for such summary judgment.

Respectfully Submitted:

AUSTIN LAKE ESTATES RECREATION CLUB, INC.

BY:

Robert Everett L. Looney

ROBERT EVERETT L. LOONEY

Attorney for Austin Lake Estates
Recreation Club, Inc., and
J. W. Moore

AUSTIN LAKE ESTATES

RECREATION CLUB, INC.

AND J. W. MOORE,

PLAINTIFFS

VS

R. S. GILLIAM, CHARLES C.

PETERSON, DILLARD L.

VICKERS, EMMETT R. FRV,

I.K. FARLEY, VIVIAN

WORDERN, JOHN ROSE, AND

MARLENE ANGLIN,

DEFENDANTS

) IN THE 126th

) JUDICIAL DISTRICT COURT

) OF

) TRAVIS COUNTY, TEXAS

Be it remembered that on this the 8th day of November, A.D. 1971, came on to be considered Plaintiff's Motion for Summary Judgment; and, it appearing to the Court that a date for hearing should be set upon such motion;

It is therefore Ordered, Adjudged and Decreed by the Court that Plaintiff's Motion for Summary Judgment shall be heard by the Court at its regular place of sitting on the 9th day of December, A.D. 1971, at 2:00 o'clock ? M.

ENTERED AND RENDERED this the 8th day of November, A.D. 1971.

James H. Myers
Judge residing, 126th Judicial District
Court of Travis County, Texas

FILED
Nov 8 10 45 AM 1971

O.T. [Signature] CLERK
DISTRICT COURT
TRAVIS COUNTY

NOTED

TAXED

POSTED

THE STATE OF TEXAS

No. 175,131

Austin Lake Estates Recreation Club, Inc., et. al. Robert S. Gilliam, et. al.

To any Sheriff or Constable of the State of Texas—GREETING:

You are commanded to summon Charles C. Petterson Oak Crest Drive,

Austin Lake Estates, Austin, Travis County, Texas

to be and personally appear at 9:00 o'clock A. M. on the 6th day of December, 1971; before the Honorable 126th District Court of Travis County, Texas, to be held within and for said County

of Travis, at the Court House thereof, in Austin, then and there to testify and the truth to speak on behalf of the Plaintiff in the above styled and numbered cause, now pending in said District Court, and there to remain from day to day, and from term to term, until discharged, and the return hereof make according to law. Said above named witness is further commanded to produce at said time and place above set forth the following books, papers, documents or other tangible things, to wit:

Any and all stock certificates of Austin Lake Estates Recreation Club, Inc., bearing his name as owner and/or any and all such stock certificates in which he claims ownership thereof; any and all written instruments and records of any nature whatsoever relating to creation of an alleged trust relating to the real property which is the subject matter of the above captioned lawsuit, #175,131, including but not limited to the original quiet claim deed dated the 23rd day of June, 1969. Any and all written instruments and records of any nature whatsoever relating to the conduct of the affairs of and duties of the alleged trust and the alleged trustees of the real property which is the subject matter of the above captioned lawsuit, #175,131; any and all records; instruments, memos of any nature whatsoever pertaining to the affairs of Austin Lake Estates Recreation Club, Inc.

TENDER WITNESS: \$1.00

Issued and given under my hand and seal of said Court at office in the City of Austin, this the 3rd day of December, 1971.

O. T. MARTIN, JR. Clerk of the District Courts of Travis County, Texas

By: Pat Dick Deputy

DEC 6 1971

OFFICER'S RETURN 98

Came to hand the 3 day of Dec 1971 at 4:30 o'clock P. M., and executed the 4 day of Dec 1971 at 3:50 o'clock P. M., by delivering to the within named Charles C. Petterson Oak Crest Drive in Travis County, Texas in person, a true copy of this Subpoena, and tendering said witness the sum of \$1.00

FEES: \$4.00

FILED

CONSTABLES MOUNTAIN VIEW DISTRICT COURTS TRAVIS COUNTY TEXAS

Charles S. Jones Travis County, Texas

By: Harry West Deputy

TAXED Noted

THE STATE OF TEXAS

No. 175,131

Austin Lake Estates Recreation Club, Inc., et. al. vs. Robert S. Gilliam, et. al.

To any Sheriff or Constable of the State of Texas - GREETING:

You are commanded to summon Emmett R. Fry

16 Lake Ridge

Austin, Travis County, Texas

to be and personally appear at 9:00 o'clock A.M. on the 6th day of December, 1971;

before the Honorable 126th District Court of Travis County, Texas, to be held within and for said County

of Travis, at the Court House thereof, in Austin, then and there to testify and the truth to speak on behalf of the

Plaintiff

in the above styled and numbered cause, now pending in

said District Court, and there to remain from day to day, and from term to term, until discharged, and due return

hereof made according to law. Said above named witness is further commanded to produce at said time and place above

set forth the following books, papers, documents or other tangible things, to wit:

Any and all stock certificates of Austin Lake Estates Recreation Club, Inc., bearing his name as owner and/or any and all such stock certificates in which he claims ownership thereof; any and all written instruments and records of any nature whatsoever relating to creation of an alleged trust relating to the real property which is the subject matter of the above captioned lawsuit, #175,131, including but not limited to the original quiet claim deed dated the 23rd day of June, 1969. Any and all written instruments and records of any nature whatsoever relating to the conduct of the affairs of and duties of the alleged trust and the alleged trustees of the real property which is the subject matter of the above captioned lawsuit, #175,131; any and all records; instruments, memos of any nature whatsoever pertaining to the affairs of Austin Lake Estates Recreation Club, Inc.

TENDER WITNESS: \$1.00

Issued and given under my hand and seal of said Court at office in the City of Austin, this the 3rd day of December, 1971.

O. T. MARTIN, JR. Clerk of the District Courts of Travis County, Texas

By Pat Deak Deputy

OFFICER'S RETURN DEC 6 1971

Came to hand the 3 day of Dec 1971, at 4:30 o'clock P.M.,

and executed the 4 day of Dec 1971, at 3:10 o'clock P.M.,

by delivering to the within named Emmett R. Fry at 116 Lake Ridge

in Travis County, Texas in person, a true copy of this Subpoena, and tendering said

witness the sum of \$1.00

FILES: \$4.00

FILED

DEC 6 4 08 PM 1971 CONSTABLE AT WISDOM DISTRICT CLERK TRAVIS COUNTY, TEXAS

Charles L. Jones Travis County, Texas

By Harry West Deputy

TAXED

THE STATE OF TEXAS

No. 175,131

Austin Lake Estates Recreation Club, Inc., et. al. vs. Robert S. Gilliam, et. al.

To any Sheriff or Constable of the State of Texas—GREETING:

You are commanded to summon I. F. Parley

Aztec Street, Austin Lake Estates

Austin, Travis County, Texas

to be and personally appear at 9:00 o'clock A. M., on the 6th day of December, 19 71;

before the Honorable 126th District Court of Travis County, Texas, to be held within and for said County of Travis, at the Court House thereof, in Austin, this and there to testify and the truth to speak on behalf of the Plaintiff

in the above styled and numbered cause, now pending in said District Court, and there to remain from day to day, and from term to term, until discharged, and due return hereof make according to law. Said above named witness is further commanded to produce at said time and place above set forth the following books, papers, documents or other tangible things, to wit:

Any and all stock certificates of Austin Lake Estates Recreation Club, Inc., bearing his name as owner and/or any and all such stock certificates in which he claims ownership thereof; any and all written instruments and records of any nature whatsoever relating to creation of an alleged trust relating to the real property which is the subject matter of the above captioned lawsuit, #175,131, including but not limited to the original quitclaim deed dated the 23rd day of June, 1969. Any and all written instruments and records of any nature whatsoever relating to the conduct of the affairs of and duties of the alleged trust and the alleged trustees of the real property which is the subject matter of the above captioned lawsuit, #175,131; any and all records; instruments, memos of any nature whatsoever pertaining to the affairs of Austin Lake Estates Recreation Club, Inc.

TENDER WITNESS: \$1.00

Issued and given under my hand and seal of said Court at office in the City of Austin, this the 3rd day of December, 19 71

O. T. MARTIN, JR.
Clerk of the District Courts of Travis County, Texas

By: Pat Decker
Deputy

CONSTABLE

DEC 6 1971

CLERK'S RETURN 98

Came to hand the 3 day of Dec, 19 71, at 4:30 o'clock P. M.,

and executed the _____ day of _____, 19 _____ at _____ o'clock _____ M.,

by delivering to the within named _____ NOT EXECUTED FOR REASON AFTER DUE SEARCH AND DILIGENT INQUIRY COULD NOT BE FOUND IN TRAVIS COUNTY, TEXAS

in _____ County, Texas in person, a true copy of this Subpoena, and tendering said

witness the sum of \$ _____

FEES: \$4.00

FILED

DEC 6 4 10 PM 1971

R.T. Martin, Jr. CLERK
DISTRICT COURTS
TRAVIS COUNTY, TEXAS

Charles L. Jones
Const. Travis County, Texas

By: Harvey West
Deputy

TAXED

Noted

THE STATE OF TEXAS

No. 175,131

Austin Lake Estates Recreation Club, Inc, et. al. vs Robert S. Gilliam, et. al.

To any Sheriff or Constable of the State of Texas GREETING:

You are commanded to summon Vivian Worden, "G" Rt. 8, Box 221/Meca Road

Austin Lake Estates, Austin, Travis County, Texas

to be and personally appear at 9:00 o'clock A.M. on the 6th day of December, 1971; before the Honorable 126th District Court of Travis County, Texas, to be held within and for said County of Travis, at the Court House thereof, in Austin then and there to testify and the truth to speak on behalf of the Plaintiff in the above styled and numbered cause, now pending in

said District Court, and there to remain from day to day, and from term to term, until discharged, and due return hereof make according to law. Said above named witness is further commanded to produce at said time and place above

Any and all stock certificates of Austin Lake Estates Recreation Club, Inc., bearing her name as owner and/or any and all such stock certificates in which she claims ownership thereof; any and all written instruments and records of any nature whatsoever relating to the creation of an alleged trust relating to the real property which is the subject matter of the above captioned lawsuit, #175,131, including but not limited to the original quitclaim deed dated the 23rd day of June, 1969; any and all written instruments and records of any nature whatsoever relating to the conduct of the affairs of and duties of the alleged trust and the alleged trustees of the real property which is the subject matter of the above captioned lawsuit, #175,131; any and all records, instruments, memos of any nature whatsoever pertaining to the affairs of Austin Lake Estates Recreation Club, Inc.

TENDER WITNESS: \$1.00

Issued and given under my hand and seal of said Court at office in the City of Austin, this the 3rd day of December, 1971.

O. T. MARTIN, JR. Clerk of the District Courts of Travis County, Texas

By Pat [Signature] Deputy

OFFICER'S RETURN 98 DEC 6 1971

Came to hand the 3 day of Dec 1971 at 4:30 o'clock P.M. and executed the day of 1971 at o'clock M. by delivering to the within named INQUIRY COULD NOT BE FOUND IN TRAVIS COUNTY, TEXAS.

in County, Texas in person, a true copy of this Subpoena, and rendering said witness the sum of \$

FILES: \$4.00

FILED

Dec 6 4 10 PM 1971

O.T. Martin, Jr. CLERK DISTRICT COURTS TRAVIS COUNTY, TEXAS

Charles L. Jones Travis County, Texas

By Kerry West Deputy

TAXED Hotes

THE STATE OF TEXAS

No. 175,131

Austin Lake Estates Recreation Club, Inc., et. al. vs. Robert S. Gilliam, et. al.

To any Sheriff or Constable of the State of Texas—GREETING:

You are commanded to summon Dillard L. Vickers

121 Lake Ridge /or/ 1601 West 5th St.

Austin, Travis County, Texas

to be and personally appear at 9:00 o'clock A.M. on the 6th day of December, 1971;

before the Honorable 126th District Court of Travis County, Texas, to be held within and for said County of Travis, at the Court House thereof, in Austin, then and there to testify and the truth to speak on behalf of the

Plaintiff in the above styled and numbered case, now pending in

said District Court, and there to remain from day to day, and from term to term, until discharged, and due return

hereof made according to law. Said above named witness is further commanded to produce at said time and place above

set forth the following books, papers, documents or other tangible things, to wit:

Any and all stock certificates of Austin Lake Estates Recreation Club, Inc., bearing his name as owner and/or any and all such stock certificates in which he claims ownership thereof; any and all written instruments and records of any nature whatsoever relating to creation of an alleged trust relating to the real property which is the subject matter of the above captioned lawsuit, #175,131, including but not limited to the original quiet claim deed dated the 23rd day of June, 1969. Any and all written instruments and records of any nature whatsoever relating to the conduct of the affairs of and duties of the alleged trust and the alleged trustees of the real property which is the subject matter of the above captioned lawsuit, #175,131; any and all records; instruments, memos of any nature whatsoever pertaining to the affairs of Austin Lake Estates Recreation Club, Inc.

TENDER WITNESS: \$1.00

Issued and given under my hand and seal of said Court at office in the City of Austin, this the 3rd day of December, 1971.

O. T. MARTIN, JR. Clerk of the District Court of Travis County, Texas

By Pat Hicks Deputy

CONSTABLE

OFFICER'S RETURN 98 DEC 6 1971

Came to hand the 3 day of Dec 1971, at 4:30 o'clock P.M.,

and executed the day of 19 at o'clock M., by delivering to the within named INQUIRY COULD NOT BE FOUND IN TRAVIS COUNTY, TEXAS

in County, Texas in person, a true copy of this Subpoena, and tendering said

witness the sum of \$

FEE: \$4.00

FILED

Dec 6 4 10 PM '71

O.T. Martin, Jr. CLERK DISTRICT COURT TRAVIS COUNTY, TEXAS

Charles S. Jones Const. Travis County, Texas

By Jerry West Deputy

TAXED

THE STATE OF TEXAS

No. 175,131

Austin Lake Estates Recreation Club, Inc., et. al. vs. Robert S. Gilliam, et. al.

To any Sheriff or Constable of the State of Texas - GREETING:

You are commanded to summon John Rose Rt. 8, Box 222 Meca Road

Austin Lake Estates, Austin, Travis County, Texas

to be and personally appear at 9:00 o'clock A.M. on the 6th day of December, 1971; before the Honorable 126th District Court of Travis County, Texas, to be held within and for said County of Travis, at the Court House thereof, in Austin, then and there to testify and the truth to speak on behalf of the Plaintiff in the above styled and numbered cause, now pending in

said District Court, and there to remain from day to day, and from term to term, until discharged, and due return hereof make according to law. Said above named witness is further commanded to produce at said time and place above set forth the following books, papers, documents or other tangible things, to wit:

Any and all stock certificates of Austin Lake Estates Recreation Club, Inc., bearing his name as owner and/or any and all such stock certificates in which he claims ownership thereof; any and all written instruments and records of any nature whatsoever relating to the creation of an alleged trust relating to the real property which is the subject matter of the above captioned lawsuit, #175,131, including but not limited to the original quitclaim deed dated the 23rd day of June, 1969; any and all written instruments and records of any nature whatsoever relating to the conduct of the affairs of and duties of the alleged trust and the alleged trustees of the real property which is the subject matter of the above captioned lawsuit, #175,131; any and all records, instruments, memos of any nature whatsoever pertaining to the affairs of Austin Lake Estates Recreation Club, Inc.

TENDER WITNESS: \$1.00

Issued and given under my hand and seal of said Court at office in the City of Austin, this the 3rd day of December, 1971.

O. T. MARTIN, JR. Clerk of the District Courts of Travis County, Texas

By Patricia DeLoach Deputy

CLERK'S RETURN DEC 6 1971

Came to hand the 3 day of Dec 1971, at 4:30 o'clock P.M., and executed the day of 1971, at o'clock M., by delivering to the within named INQUIRY COULD NOT BE FOUND IN TRAVIS COUNTY, TEXAS.

in County, Texas in person, a true copy of this Subpoena, and tendering said witness the sum of \$

FEES: \$4.00

FILED Dec 6 4 10 P.M. 1971 O.T. Martin, Jr. CLERK DISTRICT COURTS TRAVIS COUNTY, TEXAS

Charles L. Long Travis County, Texas

By Larry West Deputy

TAXED Noted

THE STATE OF TEXAS

No 175,131

Austin Lake Estates Recreation Club, Inc., et. al. vs. Robert S. Gilliam, et. al.

To any Sheriff or Constable of the State of Texas—GREETING:

You are commanded to summon George Sanders

Metcalf Engineering Co. 1710 Eva Street

Austin, Travis County, Texas

to be and personally appear at 9:00 o'clock A.M. on the 6th day of December, 1971;

before the Honorable 126th District Court of Travis County, Texas, to be held within and for said County of Travis, at the Court House thereof, in Austin, then and there to testify and the truth to speak on behalf of the

Plaintiff

in the above styled and numbered cause, now pending in

said District Court, and there to remain from day to day, and from term to term, until discharged, and due return hereof make according to law. Said above named witness is further commanded to produce at said time and place above

set forth the following books, papers, documents or other tangible things, to wit:

Any and all plats, surveys and records relating to property, property lines and easements on Austin Lake Estates Recreation Club, Inc., property that are in the possession of Metcalf Engineering Company.

TENDER WITNESS: \$1.00

Issued and given under my hand and seal of said Court at office in the City of Austin, this the 3rd day of December, 1971.

O. T. MARTIN, JR.
Clerk of the District Courts of Travis County, Texas

By Pat Neches
Deputy

OFFICER'S RETURN ⁹⁸ DEC 13 1971

Came to hand the 3 day of Dec, 1971, at 4:30 o'clock P.M.,

and executed the _____ day of _____ at _____ o'clock _____ M.,

by delivering to the within named NOT EXECUTED FOR REASON AFTER DUE SEARCH AND DILIGENT INQUIRY COULD NOT BE FOUND IN TRAVIS COUNTY, TEXAS. at _____

in _____ County, Texas in person, a true copy of this Subpoena, and tendering said

witness the sum of \$ _____

FEES: \$4.00

FILED

DEC 6 4 15 PM '71

CONSTABLE
O.T. Martin, Jr. CLERK

DISTRICT COURTS
TRAVIS COUNTY TEXAS

Charles S. Jones
Sheriff
Travis County, Texas

By: Harry West
Deputy

TAXED
Noted

AUSTIN LAKE ESTATES RECREATION CLUB, INC.,	)	IN THE 126th JUDICIAL
et al.)	
vs.	)	DISTRICT COURT OF
)	
ROBERT S. GILLIAM, et al.	)	TRAVIS COUNTY, TEXAS

PLAINTIFF'S FIRST SUPPLEMENTAL PETITION

To Said Honorable Court:

Now come all plaintiffs herein and still insisting on their Original Petition and not waiving same, file their First Supplemental Petition, and in support of same would respectfully show as follows:

I.

That the actions of the defendants herein, ~~both~~ before, during and afterward, that resulted in the execution and filing of record of the quit ~~claim~~ deed dated the 23rd day of June, ~~1969~~ 1969, purporting to convey and quitclaim to the purported trustees all of plaintiff's right, ~~title~~ title and interest in and to the real property that is the subject matter of this lawsuit, was activated, on the part of the defendants in this lawsuit, ~~as~~ acting together in concert and ~~conspiracy~~ conspiracy, by malice as well as an intent to injure and defraud plaintiff, resulting in actual monetary damages to plaintiff in at least the sum of SEVENTY FIVE THOUSAND ~~XXXXXX~~ (\$75,000.00) DOLLARS, ~~for~~ for which plaintiff is entitled to judgment.

I .

Plaintiff is entitled, also, to punitive damages against said defendants, jointly and severally, for such action in the amount of at least THIRTY THOUSAND (\$30,000.00) DOLLARS.

II.

Plaintiff has been forced, as a result of defendants' actions as ~~described~~ described in plaintiff's pleadings, to employ Robert Everett L. Looney and Sam B ~~ss~~ as plaintiff's attorneys to bring this lawsuit, to prepare and to pursue plaintiff's remedies herein, and ~~plaintiff~~ plaintiff has contracted with said attorney's to pay them a reasonable fee for their services herein.

WHEREFORE, all premises considered, plaintiffs continue to pray

NOTED
FILED

as stated in Plaintiff's Original Petition, and herenow supplements said prayer with the following, to wit: That upon final ~~judgment~~ hearing that plaintiffs recover judgment both jointly and severally against the defendants herein for actual damages in at least the amount of \$75,000.00 and punitive damages in at least the amount of \$30,000.00, plus judgment against said defendants, jointly and severally, for plaintiff's reasonable attorney's fees; and plaintiffs further pray for all costs of court as well as for any further relief, general or special, at law or in ~~law~~ equity, that plaintiff should show itself entitled.

RESPECTFULLY SUBMITTED AND SO PETITIONED,

Robert Everett L. Looney
Robert Everett L. Looney, attorney for
Plaintiffs.

56 East Avenue
Austin, Texas.

SAM BASS
ATTORNEY FOR PLAINTIFFS
WESTGATE BUILDING
AUSTIN, TEXAS.

FILED

DEC 3 5 34 PM 1961

FILED

Dec 3 2 24 PM '97

D.T. Martin CLERK

DISTRICT COURT
TRAVIS COUNTY, TEXAS

AUSTIN LAKE ESTATES RECREATION CLUB, INC., ET AL

IN THE 126TH JUDICIAL

VS.

DISTRICT COURT OF

ROBERT S. GILLIAM, ET AL

TRAVIS COUNTY, TEXAS

MOTION TO STRIKE PLAINTIFFS'
FIRST SUPPLEMENTAL PETITION

Come now the defendants and cross-plaintiffs herein and move the Court to strike Plaintiffs' First Supplemental Petition for the following reasons: that said Supplemental Petition is filed too late being within seven (7) days of trial and having been filed without leave of Court in violation of Rule 63, T.R.C.P.; that plaintiffs filed this suit in August of 1969 and that this case has continued on the jury docket of this Court in excess of two and one-half years; and that on September 22, 1971 upon the motion of plaintiffs the cause herein was set for jury trial by order of this Court for December 6, 1971 at 9:00 a.m.; that on December 2, 1971 the attorney for defendants and cross-plaintiffs appeared at the regularly scheduled docket call of this Court and announced ready for trial; and that subsequently on Friday afternoon, December 3, 1971, the attorney for defendants and cross-plaintiffs received a copy of Plaintiffs' First Supplemental Petition alleging monetary damages in the sum of \$75,000.00 and punitive damages in the sum of at least \$30,000.00; that defendants and cross-plaintiffs had no knowledge of the filing of this plea until served on their attorney; that defendants and cross-plaintiffs are surprised by the filing of said First Supplemental Petition and move this Court to strike said plea from the files.

Respectfully submitted,
STAYTON, MALONEY, BLACK, HEARNE & BABB

By *Douglass D. Hearne*
Douglass D. Hearne

FILED
Dec 6 10 51 AM 1971
D.T. Martin
DISTRICT COURT
TRAVIS COUNTY, TEXAS

Noted

THE STATE OF TEXAS

No. 175,131

DELIVERED THIS DAY OF 19
CHARLES L. JONES
CONSTABLE, PREC. 3, TRAVIS COUNTY, TEXAS
BY
-DEPUTY.

Austin Lake Estates Recreation Club, vs. Robert S. Gilliam, et. al.
Inc., et. al.

To any Sheriff or Constable of the State of Texas GREETING:

You are commanded to summon Marlene Anglin

Rt. 8, Box 221 F, = at DeSoto Drive

Austin Lake Estates, Austin, Travis County, Texas

to be and personally appear at 9:00 o'clock A.M. on the 6th day of December, 1971;

before the Honorable 126th District Court of Travis County, Texas, to be held within and for said County

of Travis, at the Court House thereof, in Austin, then and there to testify and the truth to speak on behalf of the

Plaintiff in the above styled and numbered cause, now pending in

said District Court, and there to remain from day to day, and from term to term, until discharged, and due return

hereof make according to law. Said above named witness is further commanded to produce at said time and place above

set forth the following books, papers, documents, or other tangible things, to wit:

Any and all stock certificates of Austin Lake Estates Recreation Club, Inc., bearing her name as owner and/or any and all such stock certificates in which she claims ownership thereof; any and all written instruments and records of any nature whatsoever relating to the creation of an alleged trust relating to the real property which is the subject matter of the above captioned lawsuit, #175,131, including but not limited to the original quitclaim deed dated the 23rd day of June, 1969; any and all written instruments and records of any nature whatsoever relating to the conduct of the affairs of and duties of the alleged trust and the alleged trustees of the real property which is the subject matter of the above captioned lawsuit, #175,131; any and all records, instruments, memos of any nature whatsoever pertaining to the affairs of Austin Lake Estates Recreation Club, Inc.

TENDER WITNESS: \$1.00

Issued and given under my hand and seal of said Court at office in the City of Austin, this the 3rd day of December, 1971.

O. T. MARTIN, JR.
Clerk of the District Courts of Travis County, Texas

By Pat Heck
Deputy

OFFICER'S RETURN

Came to hand the 3 day of Dec 1971, at 4:30 o'clock P.M.,

and executed the 6 day of Dec 1971, at 10:30 o'clock A.M.,

by delivering to the within named Marlene Anglin at TCCH

in Travis County, Texas in person, a true copy of this Subpoena, and tendering said

witness the sum of \$ 1.00

FEE: \$4.00

CONSTABLE FILED Charles L. Jones
7 4 on PM 1971 Travis County, Texas

P. T. Hartung, Jr. CLERK
DISTRICT COURTS OF TRAVIS COUNTY, TEXAS
Harry West
Deputy

TAXED
Pat Heck

THE STATE OF TEXAS

No. 175,131

Austin Lake Estates Recreation Club, Inc. et. al., vs. Robert S. Gilliam, et. a.

To any Sheriff or Constable of the State of Texas GREETING:

You are commanded to summon Robert S. Gilliam
Route 8, Box 261 Aztec Street
Austin Lake Estates, Austin, Travis County, Texas

to be and personally appear at 9:00 o'clock A.M. on the 6th day of December, 1971 ;
before the Honorable 126th District Court of Travis County, Texas, to be held within and for said County
of Travis, at the Court House thereof, in Austin, then and there to testify and the truth to speak on behalf of the
Plaintiff

in the above styled and numbered cause, now pending in
said District Court, and there to remain from day to day, and from term to term, until discharged, and due return
hereof make according to law. Said above named witness is further commanded to produce at said time and place above
set forth the following books, papers, documents or other tangible things, to wit:

Any and all stock certificates of Austin Lake Estates Recreation Club, Inc.,
bearing his name as owner and/or any and all such stock certificates in
which he claims ownership thereof; any and all written instruments and records
of any nature whatsoever relating to creation of an alleged trust relating
to the real property which is the subject matter of the above captioned
lawsuit, #175,131, including but not limited to the original quitclaim
deed dated the 23rd day of June, 1969. Any and all written instruments
and records of any nature whatsoever relating to the conduct of the
affairs of and duties of the alleged trust and the alleged trustees of
the real property which is the subject matter of the above captioned
lawsuit, #175,131; any and all records; instruments, memos of any
nature whatsoever pertaining to the affairs of Austin Lake Estates
Recreation Club, Inc.

TENDER WITNESS: \$1.00

Issued and given under my hand and seal of said Court at office in the City of Austin, this the 3rd day
of December, 1971

O. T. MARTIN, JR.
Clerk of the District Courts of Travis County, Texas

By Pat Neale
Deputy

OFFICER'S RETURN

Came to hand the 3 day of Dec., 1971, at 4:30 o'clock P.M.,
and executed the 6 day of Dec., 1971, at 10:30 o'clock A.M.,
by delivering to the within named Robert Gilliam at TCH
in Travis County, Texas in person, a true copy of this Subpoena, and tendering said
witness the sum of \$ 1.00

FEE: \$4.00

CONSTABLE

FILED
Dec 7 4 04 PM 1971
Travis County, Texas

O.T. Martin, Jr. CLERK
By: Harry West
Deputy

TAXED
Noted

Plaintiff's

Requested Special Issues

SPECIAL ISSUE NO. _____

DO YOU FIND FROM A PREPONDERANCE OF THE EVIDENCE, IF ANY, that the execution and filing of record, if any, of the quitclaim deed of June 23, 1969, was a material factor in the Lessee's, Bruce Parmalee's, decision to abandon the premises of his leasehold, if any, ~~and~~ with the Plaintiff, Austin Lake Estates Recreation Club, Inc.?

Answer "we do" or "we do not".

ANSWER: _____

Requested: _____
Refused ✓
Granted _____

SPECIAL ISSUE NO. _____

DO YOU FIND FROM A PREPONDERANCE OF THE EVIDENCE, IF ANY, that the execution and filing of record, if any, of the quitclaim deed of June 23, 1969, was a material factor in the Lessee's, Bruce Parmalee's, decision to abandon or stop his lease payments to the Plaintiff, Austin Lake Estates Recreation Club, Inc.?

Answer "we do" or "we do not".

ANSWER: _____

Requested: _____
Refused ✓
Granted _____

SPECIAL ISSUE NO. _____

DO YOU FIND FROM A PREPONDERANCE OF THE EVIDENCE, IF ANY, that the Lessee, Bruce Parmalee, made no further payments upon his lease to the Plaintiff, Austin Lake Estates Recreation Club, Inc., after the ~~last~~ ^{31st} day of ~~December~~ ^{December}, A. D. 1969?

Answer "we do" or "we do not".

ANSWER: _____

Requested: _____
Refused ✓
Granted _____

1
James N. Meyer

SPECIAL ISSUE NO. _____

DO YOU FIND FROM A PREPONDERANCE OF THE EVIDENCE, IF ANY, that the Easternmost line of the Westernmost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres, Travis County, Texas, runs through, if it does, the clubhouse of the Plaintiff, Austin Lake Estates Recreation Club, Inc.?

Answer "we do" or "we do not".

ANSWER: _____

SPECIAL ISSUE NO. _____

DO YOU FIND FROM A PREPONDERANCE OF THE EVIDENCE, IF ANY, that the Westernmost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres, Travis County, Texas, is "Substantially all of the assests" of the Plaintiff, Austin Lake Estates Recreation Club, Inc.?

Answer "we do" or "we do not".

"Substantially all of the assests" as used herein means the main portion of the assests of the Corporation, Austin Lake Estates Recreation Club, Inc.; The main portion of or the real worth and important portion of the assests of the Corporation, Austin Lake Estates Recreation Club, Inc.; The worth while portion of the assests as distinguished from the assests without value or with a merely nominal value.

ANSWER: _____

Requested: _____

Refused

Granted

6 Jones C. Meyer

SPECIAL ISSUE NO. _____

DO YOU FIND FROM A PREPONDERANCE OF THE EVIDENCE, ~~IF ANY~~, that the Quit Claim deed, ~~if any~~, from the Defendant, Robert S. Gilliam, to the Defendants, Emmett R. Fry, Charles C. Petterson, Dillard L. Vickers, and I. K. Farley, was signed and delivered, if it was, in the "regular Course of business" of the Plaintiff, Austin Lake Estates Recreation Club, Inc.?

Answer "we do" or "we do not".

"Regular Course of Business" as used herein means the habitual or regular business or sales that a party is engaged in, excluding incidental or occasional sales arising out of the transactions of that business; The normal operations which constitute the business of the Corporation, Austin Lake Estates Recreation Club, Inc., as authorized and permitted by its Corporate Charter.

ANSWER: _____

Requested!
Refrused ✓
Granted _____

SPECIAL ISSUE NO. _____

DO YOU FIND FROM A PREPONDERANCE OF THE EVIDENCE, IF ANY, that the Eastermost line of the Westernmost 303 feet of Lot 4, CeBar Ranch, Lakeview Acres, Travis County, Texas, is the line established by the surveyor, M. O. Metcalfe, Jr., as shown upon the exhibit entered and admitted in evidence as Plaintiff's exhibit no. _____?

Answer "we do" or "we do not".

ANSWER: _____

Jones R. Mayo

Filed in 126th District Court of Travis County, Texas

at 5:00 P.

DEC 13 1971

O. T. Martin, Jr., District Clerk
by *Andra Stewart*
Deputy

Requested:

SPECIAL ISSUE NO. _____

WHAT SUM OF MONEY, IN DOLLARS AND CENTS, IF ANY, WOULD THE PLAINTIFF, AUSTIN LAKE ESTATES RECREATION CLUB, INC., HAVE BEEN ENTITLED TO RECEIVE UNDER ITS LEASE, ENTERED AND ADMITTED IN EVIDENCE AS ~~PLAINTIFF'S~~ ^{Defendant's} EXHIBIT NO. 5, WITH BRUCE PARMALEE AS LESSEE, HAD THE LEASE AGREEMENT BEEN CARRIED OUT BY THE LESSEE, BRUCE PARMALEE, TO ITS FULLEST POSSIBLE TERM, INCLUDING THE TWO (2) FIVE (5) YEAR OPTIONS?

ANSWER THE AMOUNT IN DOLLARS AND CENTS OR ANSWER NONE.

ANSWER: \$ _____

Thanked _____

~~Refused~~ Refused ✓ _____

James R. Meyers

Filed in the 123rd District Court of Travis County, Texas

at 5:04 P.M.

Dec 13 1971

D. T. _____
by Anda Hessett

14