



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

THE HILLS AT FIREWHEEL ESTATES HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01529526

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED MAR. 24, 1999

EFFECTIVE MAR. 24, 1999



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

FILED
In the Office of the
Secretary of State of Texas
MAR 24 1999
Corporations Section

**ARTICLES OF INCORPORATION
OF
THE HILLS AT FIREWHEEL ESTATES HOMEOWNERS ASSOCIATION, INC.**

The undersigned, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of the corporation is The Hills at Firewheel Estates Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II

TYPE OF CORPORATION

The Association is a non-profit corporation and has no capital stock.

ARTICLE III

DURATION

The period of duration is perpetual.

ARTICLE IV

PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to its members, and the purposes for which it is formed are to provide for maintenance and preservation of the residence lots and common area within that certain real property described in that certain Declaration of Covenants, Conditions and Restrictions for The Hills at Firewheel Estates (hereinafter called "said Declaration"), and such additional properties as may be added thereto from time to time by annexation or otherwise as provided in said Declaration and in these Articles; and to promote the health, safety and welfare of the residents within such properties and for these purposes the Association shall have the following powers:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in said Declaration and as the

same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) To fix, levy and collect (enforcing payment by any lawful means) all charges and assessments pursuant to the terms of said Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) To purchase, receive, lease or otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property or to dedicate, sell or transfer all or any part of such real or personal property to a public agency for utilities or other purposes in accordance with applicable laws, rules and regulations in connection with the affairs of the Association;

(d) To borrow money, and with the assent of two-thirds (2/3) of each class of members to mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To engage the services of agents, independent contractors or employees to manage, operate or perform all or any part of the affairs and business of the Association; and

(f) To have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act may now or hereafter have or exercise, and to do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and exercise any and all powers, rights and privileges which may now and hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities

who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Ownership of such lot shall be the sole qualification of membership.

The By-Laws of the Association may provide for suspension of membership for failure to pay assessments and for violation of the Rules and Regulations established by the Board of Directors.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners as defined in Article V with the exception of Declarant. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article V. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. The Class B members shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) One Hundred Twenty (120) days after the conveyance of the lot which causes the total votes outstanding in the Class A membership to equal the total votes outstanding in the Class B membership; or

(b) March 1, 2009;

provided however, that the Class B membership shall be reinstated upon annexation to the properties of any additional residential property and/or common area as set forth in the Declaration, but subject to further cessation in accordance with the limitations set forth in the preceding paragraphs (a) and (b) of this Article-VI, whichever occurs first.

ARTICLE VII

AGENT AND OFFICES

Lumbermen's Investment Corporation, 5495 Belt Line Road, Suite 225, Dallas, Texas 75240 constitutes the initial registered office and agent, respectively, of the Association. The principal office of the Association is located at 5495 Beltline Road, Suite 225, Dallas, Texas 75240.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to serve until the election of their successors are:

<u>Director:</u>	<u>Address:</u>
John K. Pierret	5495 Beltline Road Suite 225 Dallas, Texas 75240
Robert Young	5495 Beltline Road Suite 225 Dallas, Texas 75240
Craig A. Knight	5495 Beltline Road Suite 225 Dallas, Texas 75240

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect the director(s) for a term a three (3) years to fill each expiring term.

ARTICLE IX

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds of each class of voting membership; all subject, however, to the provisions relating to annexation as set forth in said Declaration.

ARTICLE X

AUTHORITY TO MORTGAGE

After same has been conveyed to the Association, any mortgage by the Association of the common area defined in said Declaration shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

ARTICLE XI

AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the common area (after same has been conveyed to it) to any public agency, authority, or utility for such purpose and subject to such conditions as may be agreed to by the members. No such dedication or transfer may be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any. Upon dissolution of the Association, the assets both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to those purposes and uses that would most nearly reflect the purposes and uses for which they were required to be devoted by the Association.

ARTICLE XIII

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES IX THROUGH XIII

In order to take actions under Articles IX through XIII, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than thirty (30) days nor more than fifty (50) days in advance of the meeting. The presence of members or of proxies entitled to cast two-thirds (2/3) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent

meeting shall be two-thirds (2/3) of the required quorum of the preceding meeting. The Association may call as many subsequent meetings as may be required to achieve a quorum (the quorum requirement being reduced for each such subsequent meeting in accordance with the terms and provisions of the immediately preceding sentence). No such meeting shall be held more than sixty (60) days following the preceding meeting. In the event that voters constituting the required quorum are not present in person or by proxy, members not present may give their written consent to the action taken thereat.

ARTICLE XIV

AMENDMENTS

Amendments of these Articles shall require the assent of not less than three-quarters (3/4) of the entire membership, in the aggregate, of the Association.

ARTICLE XV

FHA/VA APPROVAL

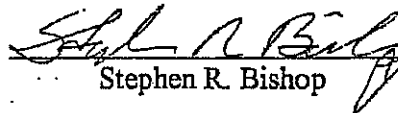
As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: Annexation of additional properties (except with respect to the annexation of certain lots as set forth in Section 5 of Article IX of said Declaration), mergers and consolidations, mortgaging of common area, dedication of common area, dissolution and amendment of these Articles.

ARTICLE XVI

INCORPORATOR

The name and address of the incorporator: Stephen R. Bishop, Esq., c/o Glast, Phillips & Murray, P.C., 2200 One Galleria Tower, L.B. 48, 13355 Noel Road, Dallas, Texas 75240-6657.

IN WITNESS WHEREOF, I have hereunto set my hand this 27 day of March, 1999.


Stephen R. Bishop