

CASTLEWOOD

Articles of Incorporation

MAY-14-1997 13:03 FROM GINSBERG & BRUSLOW P.C. TO

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<p>FILED In the Office of the Secretary of State of Texas</p> <p>MAY 14 1997</p> <p>Corporations Section</p>
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**ARTICLES OF INCORPORATION
 OF**

CASTLEWOOD HOMEOWNERS' ASSOCIATION, INC.

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

ARTICLE ONE

The name of the corporation is Castlewood Homeowners' Association, Inc.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of the corporation's duration is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized are:

A. to be and constitute the Association to which reference is made in that certain Declaration of Covenants, Conditions and Restrictions for Castlewood (the "Declaration") recorded or to be recorded in the County Clerk's office of Denton County, Texas, with respect to certain real property in Denton County, Texas known as Castlewood;

B. to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified in the Declaration, the Bylaws of the corporation and as provided by law; and

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C. to provide an entity for the furtherance of the interests of the owners of the real property subject to the Declaration.

ARTICLE FIVE

The powers of the corporation shall include and be governed by the following provisions:

A. The corporation shall have all of the powers conferred upon a non-profit corporation under the Texas Non-Profit Corporation Act and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws of the corporation, or the Declaration, including, without limitation, the power:

(i) to fix and to collect assessments and other charges to be levied against property subject to the Declaration;

(ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws of the corporation;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of real property subject to the Declaration;

(v) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or Bylaws of the corporation;

(vi) to borrow money for any purpose, subject to such limitations as may be contained in the Bylaws of the corporation; and

(vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the corporation, with or in association with any other association, corporation, or other entity or agency, public or private.

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The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article Five are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

B. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the corporation. The corporation shall make no distributions of income to its members, directors or officers.

ARTICLE SIX

The street address of the initial registered office of the corporation is 14785 Preston Road, Suite 750, Dallas, Texas 75244 and the name of its initial registered agent at such address is Paul B. Sander.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

Julian Hawes, Jr.
5220 Spring Valley Road, Suite 210
Dallas, Texas 75240

James L. Pabich
400 Craig Circle
Highland Village, Texas 75067

Kathy Hall
5220 Spring Valley Road, Suite 210
Dallas, Texas 75240

ARTICLE EIGHT

To the fullest extent permitted by Texas law, as the same exists or as is may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits

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broader limitation than permitted prior to such amendment), no director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE NINE

The name and street address of the incorporator is Paul B. Sander, 14785 Preston Road, Suite 750, Dallas, Texas 75240.

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of May, 1997.



PAUL B. SANDER, Incorporator

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