

FILED
In the Office of the
Secretary of State of Texas

MAR 11 2003

ARTICLES OF INCORPORATION

Corporations Section

KENSINGTON TRAILS ASSOCIATION OF HOMEOWNERS, INC.

CORPORATION NAME:

- 1. The name of the Corporation is KENSINGTON TRAILS ASSOCIATION OF HOMEOWNERS, INC., referred to as the "Association".

LEGAL STATUS:

- 2. The Association is a non-profit corporation organized pursuant to the Texas Non-Profit Corporation Act.

DURATION:

- 3. The period of the duration of the Association is perpetual.

PURPOSES:

- 4. The purposes for which the Association is formed are the following:
 - (a) Specifically and primarily to provide an organization consisting of the owners of that certain single family residential development project located in Hays County, State of Texas, and more particularly described in the Declaration of Covenants, Conditions and Restrictions for Kensington Trails Association of Homeowners ("Declaration") recorded in the Office of the County Clerk of Hays County, State of Texas, and recorded under Document No. 03005843, Volume 2165, Page 123, in the Deed Records of Hays County, Texas (the "Association Project"), to provide for the management, maintenance, preservation, and architectural control of the Association Project.
 - (b) Generally:
 - (i) To promote the health, safety, and welfare of the owners of the Association.
 - (ii) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and Bylaws of said Association (the "Declaration" and "Bylaws", respectively).
 - (iii) To fix, levy, collect, and enforce payment of any charges or assessments as set forth in the Declaration and to pay all expenses in connection with such charges or assessments, all office expenses, and all other expenses incidental

to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association.

(iv) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, to dedicate for public use, or otherwise to dispose of real or personal property in connection with the affairs of the Association.

(v) To borrow money, to mortgage, to pledge, to deed in trust, or to hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred.

(vi) To have or exercise any and all powers, rights, and privileges that a corporation organized under the Texas Non-Profit Corporation Act by law may now or at a later time have or exercise.

(vii) To act in the capacity of principal, agent, joint venturer, partner, or otherwise.

(c) Notwithstanding any of the above statements of purposes, the Association 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 Association.

MEMBERSHIP:

5. The Corporation shall be a membership corporation without certificates or shares of stock.

The Corporation shall have two (2) classes of membership, Class A and Class B, as follows:

(a) Class A. Class A members shall be those owners as defined in the Declaration, with the exception of the Declarant or its successors in title. Class A members shall be entitled to one (1) vote for each Unit in which they hold the interest required for membership.

(b) Class B. Class B members shall be the Declarant or its successors in title. The Class B member shall be entitled to three (3) votes for each unoccupied Lot owned by Declarant provided that the Class B membership shall cease and become converted to Class A membership on the happening of any of the following events, whichever occurs earlier.

(i) one hundred twenty days (120) after the conveyance of the Lot which causes the total votes outstanding in the Class B membership to be less than a majority of all votes; or

(ii) when, in its sole discretion, the Declarant so determines, as more specifically set forth in the Declaration.

Except as otherwise stated in the Declaration, from and after the happening of those events, whichever occurs earlier, the Class B member shall be deemed to be a Class A member entitled to one (1) vote for each Unit in which it holds the interest required for membership.

INITIAL REGISTERED OFFICE AND AGENT:

6. The street address of the initial registered office of the Association is 5956 Sherry Lane, Suite 915, Dallas, Texas 75225; and the name of its initial registered agent at such address is Kenneth W. Sloan.

BOARD OF DIRECTORS:

7. The affairs of the Association shall be managed by a Board of Directors. The number of Directors constituting the initial Board is three (3). The number of Directors may be changed by amendment of the Bylaws of the Association, provided, however, that the number of Directors may never be less than three (3).

The name and address of the persons who are to serve as the initial Directors are as follows:


<u>NAME</u>	<u>ADDRESS</u>
Doyle Wilson	6649 Whitemarsh Valley Walk, Austin, TX 78746
Cary L. Cobb	1401 Burnham Drive, Plano, TX 75093
Doreen Clark	1401 Burnham Drive, Plano, TX 75093

INCORPORATORS:

8. The names and street address of the Incorporator of this Association are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth W. Sloan	5956 Sherry Lane, Suite 915 Dallas, Texas 75225

IN WITNESS WHEREOF, we have set our hands, on this the 10th day of March 2003.

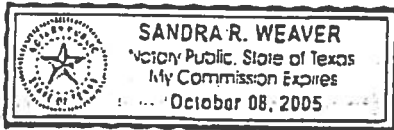


KENNETH W. SLOAN, Incorporator

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned Notary Public, on this day personally appeared Kenneth W. Sloan, who, being by me duly sworn on oath deposed and each said that he has read the above Articles of Incorporation and that every statement contained in the Articles of Incorporation is within his personal knowledge and is true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 10th day of March 2003, to certify which witness my hand and official seal.



Sandra R. Weaver
Notary Public in and for the State of Texas



Office of the Secretary of State

March 12, 2003

Attn: Kenneth W. Sloan

Sloan & Associates, P.C.
5956 Sherry Lane, Suite 915
Dallas, TX 75225 USA

RE: KENSINGTON TRAILS ASSOCIATION OF HOMEOWNERS, INC.
File Number: 800182297

It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

Unless exempted, corporations are subject to state tax laws, including franchise tax laws. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. The first year franchise tax return will be due a year and ninety days following incorporation. Thereafter, an annual franchise tax return is due in May of each year. If you need to contact the Comptroller about franchise taxes, you may contact the agency by calling (800) 252-1381, by e-mail to tax.help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555.

Corporations do not file annual reports with the Secretary of State. Documents will be filed with the Secretary of State if the corporation needs to amend one of the provisions in its articles of incorporation. It is important for the corporation to continuously maintain a registered agent and office in Texas. Failure to maintain an agent or office or file a change to the information in Texas may result in involuntary dissolution of the corporation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

CERTIFICATE OF INCORPORATION
OF

KENSINGTON TRAILS ASSOCIATION OF HOMEOWNERS, INC

Filing Number: 800182297

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been 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 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: 03/11/2003

Effective: 03/11/2003



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State