

ARTICLES OF INCORPORATION

WINSFORD AT HOLLYTREE HOMEOWNERS ASSOCIATION, INC.

The undersigned natural persons of the age of 18 years or more, all of whom are citizens of the State of Texas acting as incorporators of WINSFORD AT HOLLYTREE HOMEOWNERS ASSOCIATION, INC. (the "Corporation") under the Texas Non-Profit Corporation Act (the "Act"), do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE ONE

The name of the Corporation is WINSFORD AT HOLLYTREE HOMEOWNERS ASSOCIATION, INC.

ARTICLE TWO

The Corporation is a non-profit corporation, no portion of the income of which will be distributable to its members, directors or officers.

ARTICLE THREE

The period of the Corporation's duration is perpetual.

ARTICLE FOUR

The purposes for which the Corporation is organized are as follows:

- (a) To own the Common Areas and administer the affairs of the Corporation;
- (b) To promote the health, safety and welfare of the Owners;
- (c) To exercise the rights, powers and authority, and to perform the obligations, conferred and imposed upon it by the Declaration, and, without limitation, to do all things reasonably necessary or incidental to the exercise of such rights, powers and authority, and performance of such obligations; and

- (d) To do all other things necessary and proper to accomplish any and all of the purposes set forth in this Article Four and to exercise such of the general powers of a non-profit corporation set forth in Article 2.02 of the Act as are necessary to accomplish said purposes.

ARTICLE FIVE

Each individual and legal entity which now or hereafter becomes an Owner automatically shall be a member of the Corporation. Membership in the Corporation shall be appurtenant to the ownership of a Lot, and shall be inseparable from such ownership.

Members shall have such voting rights as are set forth in the Declaration and the bylaws of the Corporation.

ARTICLE SIX

The street address of the initial registered office of the Corporation is

1400 Royal Oak
Tyler, Texas 75703

and the name of its initial registered agent at such address is:

THOMAS E. BARBER

ARTICLE SEVEN

The initial board of directors of the Corporation shall consist of three (3) directors. The names and addresses of the persons named to serve as directors of the Corporation until the first annual meeting of members or until their successors shall have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas E. Barber	7004 Gleneagles Tyler, Texas 75703
Timothy Beverley	209 Airport Drive Tyler, Texas 75704
James C. Phillips	1400 Royal Oak Tyler, Texas 75703

All of the powers of the Corporation shall be exercised by the initial board of directors until the first annual meeting of members or until their respective successors are elected and qualified.

ARTICLE EIGHT

The names and addresses of the incorporators of the Corporation are.

<u>NAME</u>	<u>ADDRESS</u>
Thomas E. Barber	7004 Gleneagles Tyler, Texas 75703
Timothy Beverley	209 Airport Drive Tyler, Texas 75704
James C. Phillips	1400 Royal Oak Tyler, Texas 75703

ARTICLE NINE

Upon dissolution of the Corporation, unless accompanied by a revocation or other termination of the Declaration, no member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation, but rather, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other similar organization which qualifies as an exempt organization under the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any successor statute.

ARTICLE TEN

These articles of incorporation shall be subject to amendment as provided in the Act but only after obtaining the written consent of all First Mortgagees to such amendment.

ARTICLE ELEVEN

As used herein, the term "Declaration" shall mean that certain Declaration of Covenants, Easements and Restrictions dated as of September 1, 1995, executed by Hollytree, Ltd., a Texas limited partnership, and relating to land located in Smith County, Texas more particularly described therein, and the terms "First Mortgagee", "Owner", and "Lot" shall have the meanings set forth in the Declaration.

IN WITNESS WHEREOF, we have hereunto set our hands this _____ day of _____, 1996.

THOMAS E. BARBER

TIMOTHY J. BEVERLEY

JAMES C. PHILLIPS

STATE OF TEXAS §
 §
COUNTY OF SMITH §

The undersigned, _____, a Notary Public, does hereby certify that on this _____ day of _____, 1996, personally appeared before me THOMAS E. BARBER, TIMOTHY J. BEVERLEY and JAMES C. PHILLIPS, who each being by me first duly sworn, declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

Notary Public - State of Texas

My Commission Expires:
