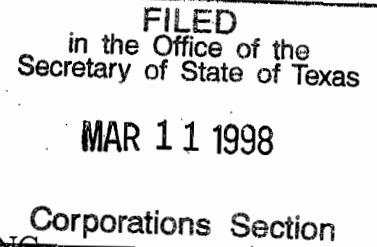


ARTICLES OF INCORPORATION

OF

OAK POINT PROPERTY OWNERS ASSOCIATION, INC.



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

ARTICLE ONE

The name of the Corporation is OAK POINT PROPERTY OWNERS ASSOCIATION, INC. and it shall be a non-profit corporation.

ARTICLE TWO

The following words, when used in these Articles of Incorporation, shall have the following respective definitions and meanings:

- (a) "Association" shall mean and refer to Oak Point Property Owners Association, Inc., its successors and assigns.
- (b) "Declaration" shall mean and refer to:
 - (i) Declaration on and for Oak Point Property Owners Association, or any Amendment thereto, recorded in the Official Records of Brown County, Texas;
 - (ii) The Covenants and Restrictions on and for the Oak Point Subdivision recorded in the Public Records of Brown County, Texas; and
 - (iii) any further or subsequent supplements, amendments, additions or modifications to the foregoing instruments, all of which are incorporated herein by reference for all purposes.
- (c) "Lot" shall mean and refer to any Lot in the Oak Point Subdivision according to the plat thereof, recorded in the Plat Records of Brown County, Texas.
- (d) "Member" shall mean and refer to each member of the Association, by virtue of being an Owner of a Lot.

- (e) "Owner" shall mean and refer to each and every person or entity who is an owner of record of a fee or undivided fee interest in any Lot, however, the word "Owner" shall not include person(s) or entity(ies) who hold a bona fide lien or interest in a Lot merely as security for the performance of an obligation.
- (f) "Property" shall mean and refer to the Oak Point Subdivision according to the plat thereof, recorded in the Plat Records of Brown County, Texas.

ARTICLE THREE

The Association does not contemplate pecuniary gain or profit to the Members and the specific purposes for which it is formed are:

- (a) to provide for the management, maintenance and care of the Property;
- (b) to provide for and assist in maintenance and preservation of the Property and to promote the health, safety and welfare of the Owners;
- (c) to borrow money (if necessary) and to acquire (by gift, purchase 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 in connection with the affairs of the Association, subject to the terms and provisions of, and limitations and prohibitions appearing within, the Texas Miscellaneous Corporation Laws Act and the Texas Non-Profit Corporation Act;
- (d) to cause the Property to be maintained, operated, regulated and administered in accordance with any applicable terms and conditions of the Declaration;
- (e) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as may be set forth in the Declaration and in the Bylaws of the Association;
- (f) to fix, levy, collect and enforce payment by any lawful means, all charges or assessments provided for by the terms of the Declaration and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including any licenses, taxes or governmental charges which may be levied or imposed against the Property or any other property owned by the Association;
- (g) Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors of the Association, will promote the common benefit and enjoyment of the Owners; provided, however, that no part of the activities of the Association shall

include carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE FOUR

The address of the initial registered office of the Association is 14755 Preston Road, Suite 405, Dallas, Texas 75240 and the name of its initial registered agent at such address is Patrick J. Ramsier.

ARTICLE FIVE

The period of duration of the Association is perpetual.

ARTICLE SIX

The business and affairs of the Association shall be initially managed by a board of three (3) directors. The qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors shall be provided in the Bylaws of the Association. The names and addresses of the persons who are to act initially in the capacity of directors until the selection of the successors are:

| <u>Name</u> | <u>Address</u> |
|------------------------|--|
| Charles E. Schram, III | 14755 Preston Road Suite 405 Dallas, Texas 75240 |
| Patrick J. Ramsier | 14755 Preston Road Suite 405 Dallas, Texas 75240 |
| Randal P. Brown | 14755 Preston Road Suite 405 Dallas, Texas 75240 |

ARTICLE SEVEN

The name and address of the incorporator is:

Charles E. Schram, III

14755 Preston Road
Suite 405
Dallas, Texas 75240

ARTICLE EIGHT

The Association shall have one class of membership and every person or entity who is now or hereafter becomes an Owner shall automatically be and must remain a Member of the Association, and membership shall be appurtenant to and may not be separated from ownership of a Lot.

ARTICLE NINE

No part of the net earnings of the Association shall inure to the benefit of or be distributable to any Member, director or officer of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association related or pertaining to one or more of its purposes).

ARTICLE TEN

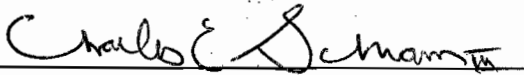
The Association may indemnify any person who is or was a director or officer of the Association and any person who serves or served at the Association's request as a director or officer as follows:

- (a) In case of a suit by or in the right of the Association against a director or officer by reason of his or her holding such a position, the Association shall indemnify such person against expenses (including attorney's fees) actually and necessarily incurred by him or her in connection with the defense or settlement of such action or suit if he or she is successful on the merits or otherwise, or if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue or matter as to which such director or officer shall have been finally adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association.
- (b) In case of a threatened, pending or completed suit, action or proceeding (whether civil, criminal, administrative or investigative), other than a suit by or in the right of the Association, together hereafter referred to as a non-derivative suit, against a director or officer by reason of his or her holding a position set forth above, the

Association shall indemnify such person against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she is successful on the merits or otherwise or if he acted in good faith in the transaction which is the subject of the non-derivative suit to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of a non-derivative suit by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the director or officer did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, that such had reasonable cause to believe that his conduct was unlawful.

- (c) Indemnification provided under paragraphs (a) and (b) above shall be made by the Association (except as otherwise provided in paragraph (a) hereof) only upon a determination of the specific case that indemnification of the director or officer is proper in the circumstances because such director or officer has met the applicable standards of conduct set forth above. Such determination shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel and written opinion, or by vote of the Members. Indemnification may be prorated so as to indemnify such director or officer as to some matters but not to others.
- (d) The Association may pay, in advance, any expenses (including attorneys' fees) which may become subject to indemnification hereunder if (i) the Board of Directors authorizes the specific payment, and (ii) the director or officer receiving the payment undertakes in writing to repay such payment unless it is ultimately determined that he or she is entitled to indemnification by the Association hereunder.
- (e) The indemnification provided for herein shall not be exclusive of any of the rights to which a person may be entitled by law, the Bylaws of the Association, or by agreement, and shall continue as to a director or officer, who has ceased to hold such position and shall inure to his or her heirs, executors and administrators.
- (f) The Association may purchase and maintain insurance on behalf of any person who holds or who has held any position of director or officer against any liability asserted against him or her and incurred by him or her in any such position, or arising out of his or her status as such.

IN WITNESS WHEREOF, I have hereunto set my hands this 4th day of MARCH,
1998.

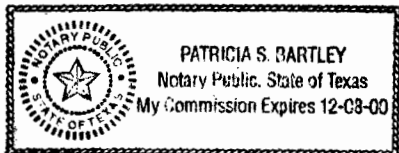

Charles E. Schram, III

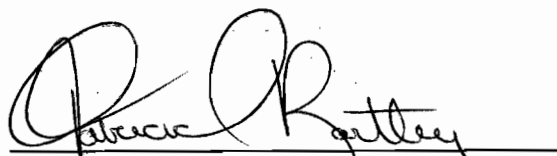
THE STATE OF TEXAS

COUNTY OF DALLAS

BEFORE ME, the undersigned, a Notary Public in and for said State, on this day personally appeared CHARLES E. SCHRAM, III, and being duly sworn, he declared that he is the person who signed the foregoing document as an incorporator and that the statements contained therein are true and correct.

GIVEN UNDER MY HAND AND SEAL OF THE OFFICE this, the 4th day of March,
1998.




NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



The State of Texas

Secretary of State

MAR. 12, 1998

CHARLES SCHRAM, III
14755 PRESTON ROAD, SUITE 405
DALLAS, TX 75240

RE:
OAK POINT PROPERTY OWNERS ASSOCIATION, INC.

CHARTER NUMBER 01482021-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in black ink, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

OAK POINT PROPERTY OWNERS ASSOCIATION, INC.
CHARTER NUMBER 01482021

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. 11, 1998

EFFECTIVE MAR. 11, 1998



Handwritten signature of Alberto R. Gonzales in black ink.

Alberto R. Gonzales, Secretary of State



Office of the Secretary of State

CERTIFICATE OF FILING OF

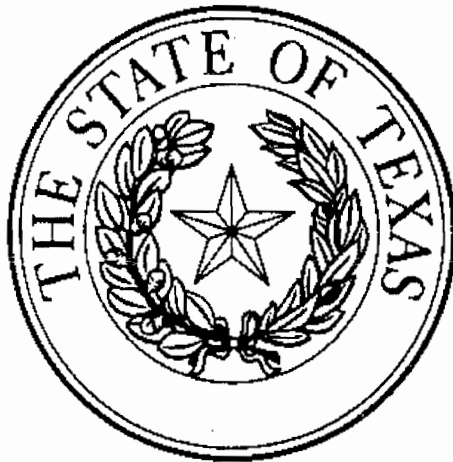
OAK POINT PROPERTY OWNERS ASSOCIATION, INC.
Filing Number: 148202101

The undersigned, as Secretary of State of Texas, hereby certifies that the statement of change of registered agent/office for the above named entity has been received in this office and has 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 Filing.

Dated: 10/07/2004

Effective: 10/07/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State