

Articles of Incorporation of Reata Estates Association, Inc.

I, the undersigned natural person of the age of twenty-one (21) years or more, who is a citizen of the State of Texas, acting as incorporator of a corporation (hereinafter called the "Corporation") under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

Article I - Name

The name of the corporation shall be the Reata Estates Association, Inc.

Article II - Non-Profit Qualifications

This corporation does not contemplate pecuniary gain or profit to the members thereof, and it is organized for non-profit purposes. No part of the net earnings of this corporation shall inure to the benefit of any private member or individual.

Article III - Purpose and Powers

This corporation is a not for profit corporation organized under the Texas Non-profit Corporation Act. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Texas Non-profit Corporation Act.

Its specific and primary purposes are to provide for the enforcement of the Declaration of Restrictive Covenants (the "Declaration") relating to the care, maintenance, preservation and architectural control of, certain real property in or part of an area commonly known as Reata Estates, (the "Property") which is located in Parker County, Texas, and to promote the common good, health, safety and general welfare of persons residing in the development which is the subject of the Declaration. Unless otherwise specifically provided herein, any capitalized terms used in these Articles of Incorporation shall have the same meanings as are given to such terms in the Declaration. In furtherance of these purposes, but subject to any restrictions in the Declaration (to be recorded upon the real property comprising the Project) and in the duly adopted Bylaws of this corporation, this corporation shall have power to do the following:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of this corporation as set forth in the Declaration;
- (b) To enforce applicable provisions of the Declaration, Bylaws, and rules and regulations of the Corporation, and any other instrument for the management and control of the Property;
- (c) to fix, levy, collect, and enforce payment by any lawful means of charges and assessments;
- (d) to pay all expenses of the business of this corporation, including all license and permit fees, taxes and other governmental charges levied or imposed against this corporation or the property of this corporation;
- (e) 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 this corporation;
- (f) to borrow money, and mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(g) to compromise, settle, release and otherwise adjust claims, demands, causes of action and liabilities in favor of the corporation and the owners, or on behalf of the corporation and owners, as the case may be, provided any such claim, demand, cause of action or liability arises out of or relates to a condition or defect common to all or a majority of the lots or improvements constructed thereon, or to the development, design, construction, condition, repair or maintenance of or damage or injury to or defect in the common area of the project or part thereof, and to make and receive all payment or other consideration necessary therefore or in connection therewith; and

(h) to have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or of otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Article IV - Initial Agent

The name of the corporation's initial agent for service of process is James E. Badgett, 1920 Red Oak Drive, Burleson, Texas 76028-3224 The registered office of the corporation shall be PO Box 772, Aledo, Texas 76008-0772.

Article V - Board of Directors

The affairs of the corporation shall be managed by a Board of not less than three (3) nor more than five (5) directors. The initial Board shall consist of five (5) directors. The Board may be reduced as provided in the Bylaws of this corporation.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

James E. Badgett
1920 Red Oak Drive
Burleson, Texas 76028-3224

James Dooley
8685 FM-1886
Azle, Texas 76020-1121

James T. Eagle
190 Rodeo Drive
Azle, Texas 76020-1584

Charles L. Fay
215 Rodeo Drive
Azle, Texas 76020-1579

Richard Heizer
234 West Rio Ridge
Azle, Texas 76020-1558

Article VI - Membership, Voting Rights and Assessments

This is a non-stock corporation. The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting rights and privileges of members, the

liability of members for assessments, and the method of collection thereof shall be as set forth in the Declaration and in Bylaws to be adopted by the directors of this corporation.

Article VII - Bylaws

The first directors of this Corporation shall have the power to adopt Bylaws for this corporation.

Article VIII - Duration

The term of existence of this corporation shall be perpetual. Its principal place of business is PO Box 772, Aledo, Texas 76008-0772.

Article IX - Dissolution

This corporation may be dissolved only upon the vote or written consent of both two-thirds (2/3) of the Board of Directors and the vote or written consent of two-thirds (2/3) of the members of Reata Estates Association, Inc. Upon dissolution of this corporation, other than incident to a merger or consolidation, the assets of this corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. 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 such similar purposes.

Article X - Amendments

Any amendment of these Articles of Incorporation shall require the approval of the Board of Directors and the vote or written consent of two-thirds (2/3) of the members of Reata Estates Association, Inc.; provided, however, that the percentage of the voting power of the members shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that provision.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, the undersigned, being the incorporator of the corporation, has executed these Articles of Incorporation this 29th day of August, 2001.

James E. Badgett (Signature on File)
1920 Red Oak Drive
Burleson, Texas 76028-3224