

FILED
In the Office of the
Secretary of State of Texas

FEB 01 1993

Corporations Section

**ARTICLES OF INCORPORATION
OF
THE DOWNS OF HILLCREST RESIDENTIAL ASSOCIATION, INC.**

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

1. Name. The name of the association is THE DOWNS OF HILLCREST RESIDENTIAL ASSOCIATION, INC. (the "Association").

2. Non-Profit Association. The Association is a non-profit association.

3. Duration. The period of the Association's duration is perpetual.

4. Purpose. The purposes for which the Association is organized are:

(a) to provide for the maintenance, management, preservation, care and architectural control of the Properties and the Common Properties;

(b) to promote the health, safety and welfare of the residents within the Properties and the Common Properties.

(c) 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;

(d) to fix, levy, collect and enforce payment of all charges and assessments as set forth in the Declaration, to pay all expenses in connection therewith and all expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the Association or the property of the Association;

(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 the Association;

(f) to borrow money, and mortgage, pledge, or hypothecate any or all of the real or personal property of the Association as security for money borrowed or debts incurred;

(g) to dedicate, sell or transfer all or any part of the Common Properties to any public agency, authority, or utility in accordance with the Declaration; and

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

The aforesaid statement of purposes shall be construed as a statement of both purposes and of powers and shall be broadly construed to effectuate its intent.

5. **Registered Agent and Office.** The street address of the initial registered office of the Association is 14860 Montfort, Suite 105, Dallas, Texas 75240, and the name of the Association's initial registered agent at such address is David W. Howell.

6. **Directors.** The number of directors constituting the initial board of directors is three (3). The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to serve as the initial directors are:

| <u>NAME OF DIRECTOR</u> | <u>ADDRESS OF DIRECTOR</u> |
|-------------------------|--|
| David W. Howell | 14860 Montfort, Suite 105 Dallas, Texas 75240 |
| Nicholas R. DiGiuseppe | 14860 Montfort, Suite 105 Dallas, Texas 75240 |
| John J. Damrich IV | 14860 Montfort, Suite 105 Dallas, Texas 75240 |

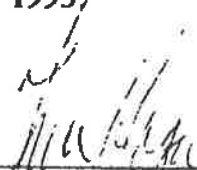
7. **Membership and Voting Rights.** Every Owner of a Lot shall automatically be a Member of the Association. Memberships shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the Declaration. Ownership of a Lot shall be the sole qualification for membership in the Association. The Association may (but shall not be required to) issue certificates evidencing membership in the Association. The voting rights of the Members are set forth in the Declaration.

8. **Amendments.** Amendments to these Articles of Incorporation shall be in accordance with the Bylaws of the Association.

9. **Incorporator.** The name and street address of the incorporator is Tim Hagen, 12801 North Central Expressway, Suite 370, Dallas, Texas 75243.

10. **Capitalized Terms.** The capitalized terms used herein shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions for The Downs of Hillcrest, Dallas, Texas, dated November 10, 1992, recorded in Volume 92221, Page 4152 of the Deed Records of Dallas County, Texas.

EXECUTED this the 29th day of January, 1993,



Tim Hagen