



The State of Texas

Secretary of State
MAY 23, 1995

BETTY H. LITTLE
1800 S. WASHINGTON, STE. 200
AMARILLO ,TX 79102

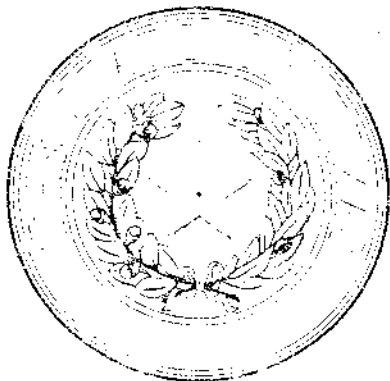
RE:
EAGLE TREE HOMEOWNER'S ASSOCIATION, INC.

CHARTER NUMBER 01356772-01

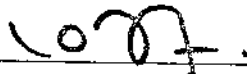
IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

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,


Antonio O. Garza, Jr., Secretary of State



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

EAGLE TREE HOMEOWNER'S ASSOCIATION, INC.
CHARTER NUMBER 01356772

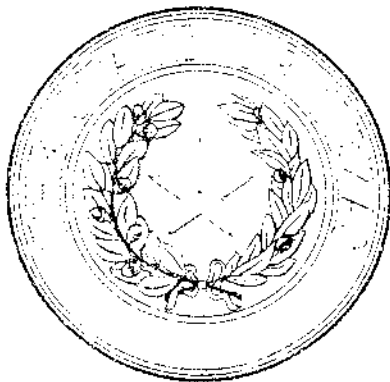
THE UNDEPSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

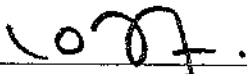
ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

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 MAY 23, 1995

EFFECTIVE MAY 23, 1995




Antonio O. Garza, Jr., Secretary of State

WELCH & LITTLE, L.L.P.
ATTORNEYS AT LAW
1800 S. WASHINGTON, SUITE 200
AMARILLO, TEXAS 79102
(806) 372-6202 FAX: (806) 372-3139

DEBORAH D. WELCH

BETTY H. LITTLE*

*BOARD CERTIFIED
RESIDENTIAL AND
FARM AND RANCH
REAL ESTATE LAW-
TEXAS BOARD OF LEGAL SPECIALIZATION

May 27, 1995

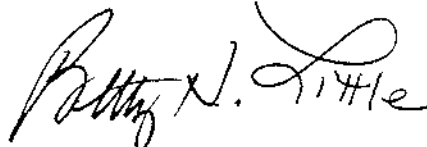
Donna Eaves
1901 Mackenzie Trail
Amarillo, Texas 79124

Re: Eagle Tree Homeowner's Association

Dear Donna:

Enclosed are the Charter and recorded Articles of Incorporation from the Secretary of State. You should place these documents in the corporate minute book. We have retained a copy for our file.

Very truly yours,



Betty H. Little

BHL:jab

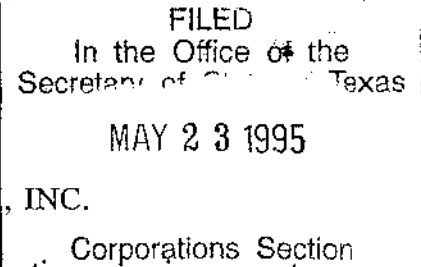
Enclosures

cc: Vince Nowak (w/o encl.)

ARTICLES OF INCORPORATION

OF

EAGLE TREE HOMEOWNER'S ASSOCIATION, INC.



I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of EAGLE TREE HOMEOWNER'S ASSOCIATION, INC. (referred to as the "Corporation") under the Texas Non-Profit Corporation Act (referred to as the "Act"):

ARTICLE 1
NAME

The name of the Corporation is EAGLE TREE HOMEOWNER'S ASSOCIATION, INC.

ARTICLE 2
NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. The Corporation is not formed for the purposes of making a profit nor does it contemplate doing so.

ARTICLE 3
DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4
PURPOSES

The purposes for which the Corporation is organized are:

1. Acquire, construct, manage, maintain and care for Common Areas in Eagle Tree Unit No. 2 and Drippin' Springs Unit No. 1, Potter County, Texas, a residential real estate development;
2. Maintain, repair, or replace facilities and improvements, if any, situated in Common Areas of Eagle Tree and Drippin' Springs;

3. Enforce protective and maintenance covenants and all restrictions and agreements applicable to Eagle Tree and Drippin' Springs;
4. Fix, levy and collect assessments from members for Corporation purposes;
5. Insofar as permitted by law, do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of members in the Common Areas.

ARTICLE 5 POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to members, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act.

ARTICLE 7 MEMBERSHIP

Each person or entity who is a record owner or equitable owner of a fee or undivided fee interest in any lot in Eagle Tree or Drippin' Springs shall be eligible to be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No lot shall carry with it more than one membership. Ownership of a lot in Eagle Tree or Drippin' Springs and payment of dues shall be the sole qualification for membership.

ARTICLE 8
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is #12 Medical Drive, Amarillo, Texas 79106. The name of the initial registered agent at this office is Robert Bauman.

ARTICLE 9
BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the bylaws. The initial Board of Directors shall consist of seven persons, who shall serve until the election of Directors at the organizational meeting. The number of directors may be increased or decreased by adoption or amendment of bylaws. In electing directors, members shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates. The initial Board of Directors shall consist of the following persons at the following addresses:

Vincet Nowak	1301 Daws Drive Amarillo, Texas 79124
Shane Smith	1404 Daws Drive Amarillo, Texas 79124
Donna Eaves	1901 Mackenzie Trail Amarillo, Texas 79124
Robin Bevington	11701 Lost Creek Trail Amarillo, Texas 79124
Bob Flesher	950 Kachina Drive Amarillo, Texas 79124
Steve Campbell	901 Mulberry Trail Amarillo, Texas 79123
Tommy Goss	900 Kachina Drive Amarillo, Texas 79124

ARTICLE 10
DIRECTORS NOT MEMBERS

The directors of the Corporation need not be members of the Corporation.

ARTICLE 11
LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 12
INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members, or others related to the Corporation.

ARTICLE 13
CONSTRUCTION

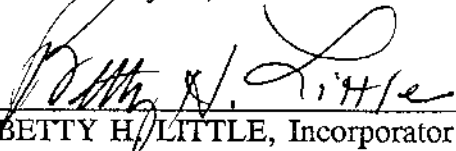
All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 14
INCORPORATORS

The name and street address of the incorporator is:

Betty H. Little
1800 South Washington, Suite 200
Amarillo, Texas 79102

I execute these Articles of Incorporation on May 22, 1995.


BETTY H. LITTLE, Incorporator

DEBORAH D. WELCH

WELCH & LITTLE, L.L.P.
ATTORNEYS AT LAW
1800 S. WASHINGTON, SUITE 200
AMARILLO, TEXAS 79102
(806) 372-6202 FAX: (806) 372-3139

BETTY H. LITTLE*

*BOARD CERTIFIED
RESIDENTIAL AND
FARM AND RANCH
REAL ESTATE LAW-
TEXAS BOARD OF LEGAL SPECIALIZATION

June 15, 1995

Vincent Nowak
1301 Daws Drive
Amarillo, TX 79124

Dear Vince:

Enclosed is the original, recorded Warranty Deed conveying the common areas to the Homeowner's Association.

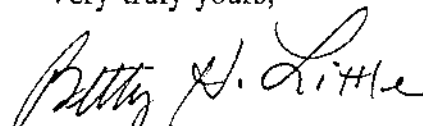
Also, Bob Bauman was named as the registered agent in the Articles of Incorporation. I am sure the Homeowner's Association would prefer to have one of their own members listed in this position. I have enclosed a form for changing the registered agent with the Secretary of State. You will need to mail the completed form to:

Secretary of State
Statutory Filings Division
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

You should include a filing fee of \$5.00 to cover the change. I have also enclosed an instruction sheet from the Secretary of State for your convenience.

If I can be of any additional assistance, please feel free to contact me.

Very truly yours,


Betty H. Little

BHL:jab
Enclosures
cc: Donna Eaves
Bob Bauman

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