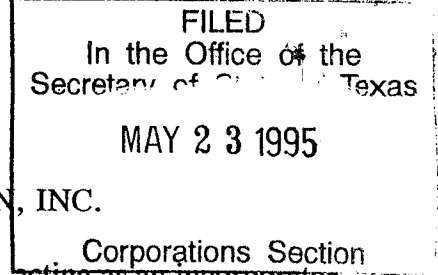


ARTICLES OF INCORPORATION

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

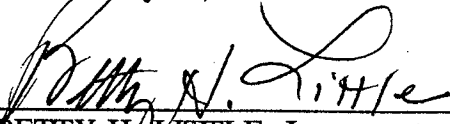
All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

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