

Articles of Incorporation



The State of Texas

Secretary of State

OCT. 31, 1996

SUSAN EVANS/WINSTED, SECREST & MINICK
1201 ELM STREET, STE. 5400
DALLAS TX 75270-2199

RE:
BRIDLEWOOD HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01419969-01

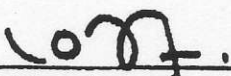
IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

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

FILED
In the Office of the
Secretary of State of Texas

OCT 29 1996

Corporations Section

ARTICLES OF INCORPORATION
OF

BRIDLEWOOD HOMEOWNERS ASSOCIATION, INC.

The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator of a non-profit corporation under the Texas Non-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is Bridlewood Homeowners Association, Inc. (hereinafter, the "Association").

ARTICLE II

NON-PROFIT STATUS

The Association is a non-profit corporation, organized pursuant to the Texas Non-Profit Corporation Act.

ARTICLE III

DURATION

The period of duration of the Association is perpetual.

ARTICLE IV

PURPOSE

The purpose or purposes for which the Association is organized are to transact any and all lawful business related to promoting the health and welfare of the members of the Association, including, without limitation, providing for the management, maintenance, repair, and replacement of the common areas as defined in the Amended and Restated Master Declaration of Covenants, Conditions and Restrictions for Bridlewood (including any future amendments thereto hereinafter, the "Declaration") and any facilities located in such common areas.

ARTICLE V

VOTING

Voting shall be governed by the procedures set forth in the by-laws of Bridlewood Homeowners Association, Inc. (hereinafter, the "By-Laws") and the Declaration.

ARTICLE VI

AMENDMENT OF BY-LAWS

The authority to amend or repeal the Association's By-Laws and to adopt new by-laws shall be held by the Board of Directors and by the members of the Association, as is set forth in the By-Laws.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is Bridlewood, Ltd., 4100 W. Windsor Drive, Flower Mound, Texas 75028 and the name of its initial registered agent at such address is Marc Footlik.

ARTICLE VIII

INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders, or until their successor or successors are elected and qualified are:

Roderick O'Connor
4100 W. Windsor Drive
Flower Mound, Texas 75028

Marc A. Footlik
4100 W. Windsor Drive
Flower Mound, Texas 75028

Dan Hopkins
4100 W. Windsor Drive
Flower Mound, Texas 75028

The number of Directors may hereafter be modified as provided in the By-Laws of the Association.

ARTICLE IX

MANAGEMENT

The Board of Directors shall have and exercise all powers and duties necessary for the management of the affairs of the Association.

ARTICLE X

LIABILITY OF DIRECTORS

No member of the Board of Directors of the Association (hereinafter, a "Director") shall be liable to the Association for monetary damages for an act or omission in the Director's capacity as a Director, except that this article does not eliminate or limit the liability of a Director to the extent the Director is found liable for: (1) a breach of the Director's duty of loyalty to the Association; (2) an act or omission not in good faith that constitutes a breach of duty of the Director to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which the Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or (4) an act or omission for which the liability of a Director is expressly provided for by an applicable statute.

ARTICLE XI

DISSOLUTION

In the event of the dissolution of the Association shall be distributed to one or more non-profit organizations which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator is:

Pamela B. Stein
Winstead Sechrest & Minick P.C.
5400 Renaissance Tower
1201 Elm Street
Dallas, Texas 75270-1999

IN WITNESS WHEREOF, I have hereunto set my hand this the 28th day of October, 1996.

Pamela B. Stein
Pamela B. Stein

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