



Office of the Secretary of State

April 30, 2002

Attn: Timothy Coffey

Gilbert Coffey & Hobson
P O Drawer 472
El Paso, TX 79943 USA

RE: Park Hills Unit Three Property Owners' Association
File Number: 800078894

It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

Corporations organized under the Texas Non-Profit Corporation Act do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to tax_help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Non-profit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in involuntary dissolution of the corporation. Additionally, a non-profit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its articles of incorporation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555
Enclosure



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

Park Hills Unit Three Property Owners' Association
Filing Number: 800078894

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been 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 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: 04/26/2002

Effective: 04/26/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

ARTICLES OF INCORPORATION

OF

PARK HILLS UNIT THREE PROPERTY OWNERS' ASSOCIATION

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

ARTICLE ONE

The name of the corporation is Park Hills Unit Three Property Owners' Association (hereinafter sometimes referred to as the "Association").

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

(a) To administer the Declaration of Protective Covenants, Conditions and Restrictions filed or to be filed for record in the Real Property Records of El Paso County, Texas, as the same may be amended from time to time (the "Declaration") governing the subdivision known as Park Hills Unit Three, El Paso, Texas (the "Subdivision");

(b) To provide for architectural control within the Subdivision, to provide for the acquisition, maintenance, and care of any common facilities and, in general, to perform the duties and powers set forth in the Declaration, including without limitation:

(i) Collecting the annual maintenance assessments and any special assessments, to provide for the maintenance, repair, preservation, upkeep and protection of any common facilities, and, in general, 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 and any Supplemental Declaration, which the Association is not precluded by law to exercise and perform;

(ii) Causing to be enforced the restrictions and covenants imposed upon the Subdivision by the Declaration;

(iii) Acquiring (by gift, deed, lease or otherwise), owning, holding, improving, operating, maintaining, selling, leasing, conveying, dedicating for public use, otherwise disposing of and/or alienating real and personal property necessary

to the conduct of the affairs of the Association and/or as provided in the Declaration;

(iv) Borrowing money, and mortgaging, pledging or otherwise encumbering, alienating or hypothecating any or all of its real or personal property as security for money borrowed or debt incurred to conduct the lawful affairs of the Association; and

(v) Adopting reasonable rules and regulations regarding the use and maintenance of any common facilities;

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

PROVIDED, HOWEVER, any of the foregoing provisions of this Article Four to the contrary notwithstanding, the Association is organized and shall be operated exclusively for civic and community service and other non-profit purposes and no part of any net earnings or other assets of this Association shall inure to the benefit of any member of the Association or any owner in the Subdivision.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 1790 Lee Trevino, Suite 601, El Paso, Texas 79936, and the name of its initial registered agent at such address is Russell Hanson.

ARTICLE SIX

The number of Trustees constituting the initial Board of Trustees of the corporation is three, and the names and addresses of the persons who are to serve as the initial Trustees are:

<u>Name</u>	<u>Address</u>
Timothy C. Foster	1790 Lee Trevino, Suite 601 El Paso, Texas 79936
Douglas A. Schwartz	1790 Lee Trevino, Suite 601 El Paso, Texas 79936
John S. Cullers	10728 Adatao Court El Paso, Texas 79935

The number of Trustees may be changed in accordance with the Bylaws of the Corporation, so long as there are at least the number required by law.

ARTICLE SEVEN

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Timothy V. Coffey	P.O. Box 472 El Paso, Texas 79943

ARTICLE EIGHT

Every "Owner" (as that term is defined in the Declaration) shall be a member of the Association. Every member shall have the voting rights set forth in the Declaration and Bylaws of the Association, subject to the provisions hereof. Any member of the Association who fails to qualify as a member in good standing as defined in the Bylaws shall not be entitled to vote.

ARTICLE NINE

The conditions and regulations of membership and the designation, rights and privileges of the members shall be determined and fixed by these Articles of Incorporation, by the Bylaws and by the Declaration; provided, however, that no part of the net earnings of the Association shall ever be distributed or shall otherwise inure to the benefit of any member or any class of members of the Association, and further provided, that in the event of the liquidation, dissolution or winding up of the Association, whether voluntary or involuntary, the Trustees of the Association shall dispose of all property and assets of the Association, including without limitation, all undistributed income earned thereon, after the payment, satisfaction and discharge of all liabilities and obligations of the Association or the making of adequate provision therefore in such manner as they, in the exercise of their absolute discretion, and by majority vote shall determine; however, such disposition shall be exclusively in the furtherance of the purposes for which the Association is formed, and the property and the assets of the Association shall not accrue to the benefit of any officer, director, member, or class of members of the Association, or any individual having a personal or private interest in the Association or any organization which engages in any activity in which the Association is precluded from engaging.

ARTICLE TEN

Officers and Directors of the Association shall be indemnified by the Association to the fullest extent permitted by the Texas Non-Profit Corporation Act.

ARTICLE ELEVEN

No seal shall be necessary to attest to any act of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of April, 2002.



TIMOTHY V. COFFEY, Incorporator