

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

July 12, 2002

Capitol Services, Inc
P O Box 1831
Austin, TX 78767 USA

RE: PINNACLE ESTATES HOMEOWNERS ASSOCIATION
File Number: 800101416

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.

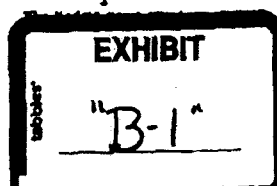
Sincerely,

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

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Rosa Ruedas

TTY7-1-1



ARTICLES OF INCORPORATION
OF

FILED
In the Office of the
Secretary of State of Texas

PINNACLE ESTATES HOMEOWNERS ASSOCIATION

JUL 10 2002

The undersigned natural person of the age of eighteen (18) years or more, being an incorporator of PINNACLE ESTATES HOMEOWNERS ASSOCIATION (the "Corporation"), organized under the Texas Non-Profit Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE ONE

The name of the Corporation is PINNACLE ESTATES HOMEOWNERS ASSOCIATION.

ARTICLE TWO

The Corporation is a non-profit corporation

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The Corporation shall exercise all powers granted by Article 1396-2.02 of the Act, including without limitation the following.

(1) To carry out and perform all duties of the Corporation as provided in the Declaration of Covenants, Conditions, Restrictions and Easements of Pinnacle Estates (the "Declaration"), which will be filed in the Official Public Records of Real Property of El Paso County, Texas, against the following described real property located in El Paso County, Texas:

Parcel One: Lots 17 through 26, inclusive, of Block 1, and Lot 2, Block 2 (designated as Agave Canyon Court, a private driveway), PINNACLE SUBDIVISION, a subdivision in the City of El Paso, El Paso County, Texas, according to the subdivision map recorded in Volume 77, Pages 11, 11A and 11B, Real Property Records, El Paso County, Texas, with the associated common areas.

Parcel Two: That certain tract of land referred to in the Declaration as the Mesa Hills Drive Property and being more particularly described on Exhibit "A" annexed to the Declaration.

(2) To provide a means of administering, preserving and maintaining for the common good of the Members of the Corporation

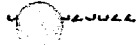
ARTICLE
ARTICLE FIVE

The street address of the Corporation's initial registered office is 300 East Main, Suite 900, El Paso, TX 79901, and the name of its initial registered agent at such address is Ronald L. Bissell.

ARTICLE SIX

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

RECORDED
INDEXED
SERIALIZED
JUL 10 2002



<u>Name:</u>	<u>Address:</u>
Ronald L. Bissell	300 East Main Suite 900 El Paso, TX 79901
Gary M. Price	300 East Main Suite 900 El Paso, TX 79901
Christy M. Henderson	300 East Main Suite 900 El Paso, TX 79901

ARTICLE SEVEN

The name and address of the incorporator is.

<u>Name</u>	<u>Address</u>
Merton B. Goldman	201 East Main, 8th Floor El Paso, Texas 79901

ARTICLE EIGHT

Any action required by the Act, and any amendments thereto, to be taken at any annual or special meeting of Members of the Corporation, or any action which may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interests having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

ARTICLE NINE

A director of the Corporation shall not be liable to the Corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except as otherwise provided in Article 1396-2.22A of the Act (Tex. Rev. Civ. Stat. Ann. art. 1396-2.22A or seq.), or any amendments or recodification thereof.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed to become effective upon filing with the Secretary of State of Texas.

Merton B. Goldman

Merton B. Goldman, Incorporator

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