

FILED
In the Office of the
Secretary of State of Texas
MAY 22 1996
Corporations Section

ARTICLES OF INCORPORATION

OF

SUNSTONE HOMEOWNER'S ASSOCIATION

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of Sunstone Homeowner's Association, (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 Sunstone Homeowner's Association

ARTICLE 2

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas franchise tax.

ARTICLE 3

DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4

PURPOSES

The purposes for which the Corporation is organized are to perform charitable activities within the meaning of Internal Revenue Code Section 501(c)(3) and Texas Tax Code Section 1118(c)(1). Specifically, the Corporation is organized to own the common areas located within Sunstone Addition, Replat A, City of El Paso, El Paso County, Texas, to operate, repair, replace, renovate and otherwise maintain the improvements in such common areas, to levy financial assessments against the Corporation's members for expenses related to the common areas and common area improvements, to provide for an Architectural Review Committee, and to engage in such other charitable activities as may be authorized in the Declaration of Covenants, Conditions and Restrictions for Sunstone Subdivision, Replat A, as recorded in the Real Property Records for El Paso County, Texas, and as may be authorized in the Bylaws of the Corporation

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.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes

ARTICLE 7

MEMBERSHIP

The Corporation shall have one or more classes of members as provided in the bylaws of the Corporation.

ARTICLE 8

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5788 North Mesa, El Paso, Texas 79912. The name of the initial registered agent at this office is Richard Thomas.

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 two persons. 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

Name of Director	Street Address
Richard Thomas	5788 North Mesa, El Paso, Texas 79912
Jane Thomas	5788 North Mesa, El Paso, Texas 79912
John P. Ivey, II	5734 North Mesa, El Paso, Texas 79912

ARTICLE 10

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 11

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 12

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.

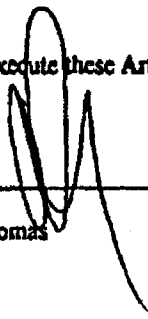
ARTICLE 13

INCORPORATORS

The name and street address of the incorporator is:

Name of Incorporator	Street Address
Richard Thomas	5788 North Mesa, El Paso, Texas 79912

I execute these Articles of Incorporation on May 22, 1996.



Richard Thomas