

MAY 12 2006

CERTIFICATE OF FORMATION

NON-PROFIT CORPORATION

Corporations Section

OF

PARK HILLS UNIT TEN PROPERTY OWNERS' ASSOCIATION

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Business Organizations Code do hereby adopt the following Certificate of Formation for said corporation.

ARTICLE I

The name of the Corporation is Park Hills Unit Ten Property Owners' Association.

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

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 Ten, 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 Corporation 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 Corporation; 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 non-profit corporation organized and existing under the Texas Business Organizations Code (the "Code") 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 Corporation 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 Corporation shall inure to the benefit of any member of the Corporation or any owner in the Subdivision.

ARTICLE V

The street address of the initial registered office of the Corporation is 100 N. Stanton, Suite 1700, El Paso, Texas 79901, and the name of its initial registered agent at such address is John S. Birkelbach.

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is three (3) and the names and address of the persons who are to serve as the initial Directors 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 Adauto Court El Paso, Texas 79935

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

ARTICLE VII

The name and street of address of the organizer is:

John S. Birkelbach
100 N. Stanton, Ste 1700
El Paso, Texas 79901

ARTICLE VIII

The Corporation shall indemnify persons who are or were a director or officer of the Corporation, both in the official capacity and as a delegate, against any and all liability and expenses that may be incurred by them in connection with or resulting from any proceeding to the full extent permitted or required by Chapter 8 of the Code. The Corporation shall pay or reimburse, in advance of the final disposition of the proceeding, to each person who is then a director or officer or delegate of the Corporation all reasonable expenses incurred by such person who was, is or is threatened to be made a respondent in a proceeding to the full extent permitted by Section 8.104 of the Code. The Corporation may indemnify persons who are or were an employee or agent (other than a present or former director or officer or delegate) of the Corporation (collectively, along with the present and former directors and officers and delegates of the Corporation, "Corporate Functionaries") against any and all liability and expense that may be incurred by them in connection with or resulting from any proceeding to the full extent permitted or required by Chapter 8 of the Code. The Corporation may pay or reimburse, in advance of the final disposition of the proceeding, to each former director or officer or delegate of the Corporation, or each present or former employee or agent (other than a present or former director or officer or delegate) of the Corporation, all reasonable expenses incurred by such person who was, is or is threatened to be made a respondent in a proceeding. The rights of indemnification provided for in this Article VIII shall be in addition to all rights to which any Corporate Functionary may be entitled under any agreement or vote of shareholders or as a matter of law or otherwise. Terms used in this Article VIII that are defined in Section 8.001 of the Code are used as so defined.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Formation on the 10th day of May, 2006.



JOHN S. BIRKELBACH, Organizer

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