

SEP 15 2011

**CERTIFICATE OF FORMATION
OF
SCENIC CREST PLACE HOMEOWNERS' ASSOCIATION, INC.
A TEXAS NON-PROFIT CORPORATION**

Corporations Section

The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of SCENIC CREST PLACE HOMEOWNERS' ASSOCIATION, INC., (the "Corporation") organized under the Texas Non-Profit Corporation Act (the "Act"), does hereby adopt the following Articles for such Corporation:

ARTICLE ONE

The filing entity being formed is a nonprofit corporation. The name of the entity is SCENIC CREST PLACE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE TWO

The initial registered agent is an individual resident of the state whose name is set forth below:

T. O. Gilstrap, Jr.

The business address of the registered agent and the registered office address is:

T. O. Gilstrap, Jr., P.C.
5915 Silver Springs, Building 2
El Paso, Texas 79912

ARTICLE THREE

The management of the affairs of the Corporation is vested in the board of directors. The number of directors constituting the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and qualified are as follows:

1. K. Alan Russell
2500 Scenic Crest, #9
El Paso, Texas 79930
2. Harry Farah
2500 Scenic Crest, #5
El Paso, Texas 79930

3. Hector Serrano
2500 Scenic Crest, #A-1
El Paso, Texas 79930

ARTICLE FOUR

The Corporation shall have members.

ARTICLE FIVE

The Corporation is organized for the following purposes:

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 Second Amendment to Declaration of Covenants, Conditions and Restrictions of Scenic Crest Place Condominiums (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:

Lots 1, 2, 3, 4 and the East 8 feet of Lot 5, Block 25, Highland Park Addition to the City of El Paso, County of El Paso, State of Texas, and more commonly known as 2500 Scenic Crest Place; and

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

ARTICLE SIX

Any action required by The Texas Business Organizations Code or otherwise as applicable, to be taken at any annual or special meeting of member(s) and/or directors, or any action which may be taken at any annual or special meeting of member(s) and/or directors, 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 that which the holders of all membership interest entitled to vote on the action were present and voted, or by a majority of a quorum of the Board of Directors. Prompt notice of the taking of any action by the member(s) without a meeting by less than unanimous written consent shall be given to those member(s) who did not consent in writing to the action.

ARTICLE SEVEN

The right of member(s) to cumulative voting in the election of managers is expressly prohibited.

ARTICLE EIGHT

The members of the Board of Directors shall not be liable to the Owners for any non-willful tort, mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The Association shall indemnify and hold harmless each member of the Board of Directors against all loss, costs and expenses (including counsel fees reasonably incurred by him/her) in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a Director or officer of the Association, except as to matters as to which he/she may be finally adjudged in such action, suit or proceeding, to be liable for willful misconduct or bad faith. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Association is advised by its counsel that the person to be indemnified has not been guilty of willful misconduct or bad faith as such Director or officer. The cost of any such indemnification shall be treated and handled by the Association as an item of Common Expense as provided in the Declaration.

ARTICLE NINE

This document will become effective when the document is filed by the Secretary of State.

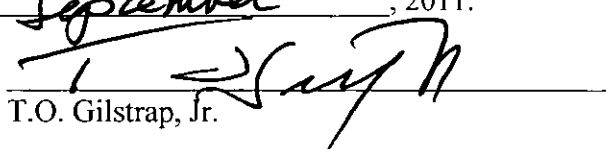
ARTICLE TEN

The name and address of the sole organizer of the Company is:

T. O. Gilstrap, Jr., P.C.
5915 Silver Springs
Building 2
El Paso, Texas 79912

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

SIGNED this the 13th day of September, 2011.



T.O. Gilstrap, Jr.