



Office of the Secretary of State

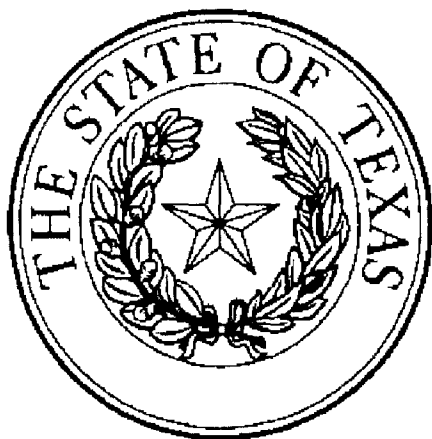
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

HERITAGE GREEN, INC.
Filing Number: 32095301

Articles of Incorporation

March 07, 1973

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 20, 2008.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

MAR 07 1973

ARTICLES OF INCORPORATION
OF
HERITAGE GREEN, INC.

Bill Zimmerman
Deputy Director, Corporation Division

We, the undersigned natural persons of the age of twenty-one years or more, all of whom are citizens of the State of Texas, acting as incorporators 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 HERITAGE GREEN, INC., hereinafter called 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:

To provide for maintenance, preservation and architectural control of the residential lots and common areas located within that certain tract of property described as VISTA DEL SOL UNIT FIFTEEN, an Addition to the City of El Paso, El Paso County, Texas, and to promote the health, safety and welfare of the residents within said Addition and any Additions thereto as may hereafter be brought within the jurisdiction of this Association and specifically, for this purpose, to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Clerk of El Paso County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length; and

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; and

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association; and

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members, provided, however, no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer; and

(f) participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; and

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for

the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, it being understood that the Declarant anticipates the development of the project in different stages which may be annexed by the Declarant without the consent of the Class A members, provided said annexation(s) be accomplished on or before March 1, 1977; or

(b) on March 1, 1977.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association, all of whom shall be elected at the first annual meeting of the members. Until such meeting, the three founding Directors, named herein, shall be empowered to act for organizational purposes. The number of

directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the initial Board of Directors who are authorized to act in the capacity of directors until the first annual meeting of the members are:

J. Max Quenon	10,120 Montwood
W. G. Trapp	10,120 Montwood
Arlene S. Quenon	10,120 Montwood

All addresses are in El Paso, Texas, 79925.

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 10,120 Montwood, El Paso, Texas 79925, and the name of its initial registered agent at such address is J. Max Quenon.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members.

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed to an organization which is exempt under the provisions of Section 501(c) of the Internal Revenue Code of 1954, as amended, (or corresponding provisions of any future United States Internal Revenue law) to be used for purposes similar to those for which this Association was created or said assets shall be delivered to an appropriate public agency for such purposes.

ARTICLE X

AMENDMENTS

Amendments of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XII

INCORPORATORS

The names and addresses of the incorporators of this Association are:

J. Max Quenon	10120 Montwood	El Paso, Texas	79925
W. G. Trapp	10120 Montwood	El Paso, Texas	79925
Arlene S. Quenon	10120 Montwood	El Paso, Texas	79925

IN WITNESS WHEREOF, we have hereunto set our hands, this 28th

day of February, 1973.

J. Max Quenon
J. Max Quenon

W. G. Trapp
W. G. Trapp

Arlene S. Quenon
Arlene S. Quenon

THE STATE OF TEXAS)
)
COUNTY OF EL PASO)

I, Goan V. Allberg a Notary Public, do hereby certify that on this 28th day of February, 1973, personally appeared before me, J. MAX QUENON, W. G. TRAPP and ARLENE S. QUENON, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

My commission expires:
June 1, 1973

Goan V. Allberg
Notary Public in and for
El Paso County, Texas