

**CERTIFICATE
OF
INCORPORATION**

JUL 07 1980

CLERK I G
Corporation Division

ARTICLE OF INCORPORATION
OF

CORONADO COUNTRY CLUB ESTATES COMMUNITY ASSOCIATION, INC.

We, the undersigned natural persons, of the age of eighteen (18) years or more, at least two 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 CORONADO COUNTRY CLUB ESTATES COMMUNITY ASSOCIATION, INC.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual unless dissolved as provided in Article Seven.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

4.1 To provide for maintenance, preservation and architectural control of the Lots, Parcels, Clusters, and Common Area within that certain tract of property described as Coronado Country Club Estates and any and all other properties which may be annexed thereto in accordance with the provisions of the Coronado Country Club Estates Community Association Declaration of record;

4.2 To promote the health, safety and welfare of the residents within the above described property;

4.3 To exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act may now or hereafter have or exercise; and

4.4 To exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in the Declaration of Covenants and Restrictions, hereinafter called the "Declaration", and all Supplementary Declarations applicable to the property and recorded in the Office of the County Clerk, El Paso County, Texas, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

4.5 To acquire, own, hold, maintain, manage, lease, pledge, convey, transfer or dedicate real or personal property for the benefit of the members in connection with the affairs of the corporation, except the acquisition, mortgaging or disposal of Common Area and/or improvements shall be subject to the provisions of the Declaration;

4.6 To establish rules and regulations for the use of property;

4.7 To fix, levy, and collect assessments;

4.8 To pay all expenses incident to the conduct of business of the corporation;

4.9 To grant and convey easements in the Common Area;

4.10 To employ, enter into contract with, delegate authority to and supervise such persons or entities as may be

appropriate to manage, conduct, and perform the business obligations and duties of the corporation;

4.11 To participate in mergers and consolidations with other corporations;

4.12 To perform such acts, as may be reasonably necessary or appropriate, including bringing suit, causing a lien to be foreclosed or suspending membership rights to enforce or effectuate any of the provisions of the Declaration, these Articles or the Bylaws;

4.13 To regulate the external design, appearance, and locations of The Properties and improvements thereon in such a manner so as to preserve and enhance values and to maintain a harmonious relationship among structures and the natural vegetation and topography;

4.14 To form subsidiary corporations; and

4.15 No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Internal Revenue Code. The corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE FIVE

5.1 Every person or entity who is a record owner of a fee or undivided fee interest in any lot or living unit which is subject to the Declaration, including contract sellers,

shall be members of the corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Every lessee who holds a lease to a living unit which has initial term of at least one year and every contract purchaser who occupies a living unit which is subject to the Declaration shall be an occupant member of the corporation. The Corporation shall have three (3) classes of membership:

Class A. Class A Members shall be all Owners of Lots. Class A Members shall be entitled to one vote for each Assessable Lot or Living Unit owned.

Class B. Class B Members shall be all Occupants of Living Units. Class B Members shall have one vote for the Living Unit they occupy.

Class C. The Class C Members shall be the Developer who shall have _____ votes less the number of Class B votes outstanding at the time a vote is taken. (The initial number of votes assigned to the Class C Member is based on granting such Member one vote for each of the proposed Living Units indicated on the Development Plan).

The Class C Membership shall cease upon the earlier of the following events: when the total number of Class B votes equals the total number of Class C votes, or December 31, 2000.

5.2 The vote for any membership which is held by more than one person may be exercised by any one of them, unless any objection or protest by any other holder of such membership is made prior to the completion of a vote, in which case the vote for such membership shall not be counted.

Any person or entity qualifying as a member of more than one voting class may exercise those votes to which he is entitled for each such class of membership.

5.3 The voting rights of members shall be as follows:

(a) Class A members and Class C members shall vote, as provided in the Declaration, to approve an increase in the maximum annual assessments which is greater than allowed by the Declaration; to approve special capital improvement assessments; to approve mergers, consolidations, or dissolution of the corporation; to approve conveyance, dedication, or mortgaging of the Common Area; to approve amendments to the Declaration and to the Supplementary Declaration for their Parcel or Cluster.

(b) Class A and Class B members shall vote as a single class to approve amendments to these Articles and the Bylaws; and to elect Directors; however, should less than twenty-five percent (25%) of the outstanding Class A and B votes be cast in any election, the Board of Directors shall have the right to fill by appointment those positions which are the subject of election.

5.4 Except as provided otherwise by law, where a vote of the members is required, the Board of Directors shall determine by resolution whether the question shall be decided by ballot vote at a meeting or by mail or at polling places designated by the Board, and shall give notice thereof as provided in the Bylaws.

ARTICLE SIX

6.1 The Covenants Committee, whose number and method of selection shall be as provided in the Bylaws, shall regulate the external design, appearance, and locations of The Properties and improvements thereon in accordance with the Declaration and architectural standards approved by the Board of Directors, and subject to appeal to the Board of Directors, decide cases of alleged infractions of the governing documents in accordance with the Declaration and adopted procedures.

6.2 Except as provided above, the affairs of this corporation shall be managed by a Board of Directors consisting of not less than three nor more than seven directors, who need not be members of the Corporation. The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

| <u>Name</u> | <u>Address</u> |
|------------------------|---|
| Richard L. Thomas | 5865 Burning Tree El Paso, Texas 79912 |
| Arnold B. Peinado, Jr. | 5729 Mira Grande El Paso, Texas 79912 |
| George A. Peinado | 5725 Mira Grande El Paso, Texas 79912 |

ARTICLE SEVEN

7.1 The corporation may be dissolved with the assent given in writing and signed by the Class C member, the Lead Lender, and not less than two-thirds (2/3) of the votes of the Class A members. Prior to dissolution of the corporation, other than

incident to a merger or consolidation, the assets of the corporation may be granted, sold, leased, conveyed, or assigned to any corporation, association, trust or other organization.

7.2 Invalidation of any of these articles or sections of articles by judgment or court order shall in no way effect any other provisions which shall remain in full force and effect.

7.3 As long as there is a Class C membership, the following actions will require approval of the Federal Mortgage Agencies, as defined in the Declaration should they have an interest in the properties: dissolution of the corporation and amendment of these Articles.

7.4 Amendment of these Articles shall require the assent of Class C members and two-thirds (2/3) of the votes of Class A and Class B members.

ARTICLE EIGHT

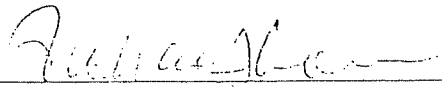
The street address of the initial registered office is 310 Thunderbird, El Paso, Texas and the name of such Registered Agent at such street address is Arnold B. Peinado, Jr.

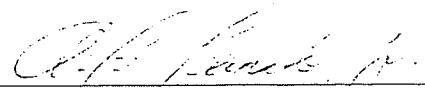
ARTICLE NINE

The name and address of each incorporator is:

| <u>Name</u> | <u>Address</u> |
|------------------------|---|
| Richard L. Thomas | 5865 Burning Tree El Paso, Texas 79912 |
| Arnold B. Peinado, Jr. | 5729 Mira Grande El Paso, Texas 79912 |
| George A. Peinado | 5725 Mira Grande El Paso, Texas 79912 |

IN WITNESS WHEREOF, we have hereunto set our hands,
this 1st day of July, 1980.


RICHARD L. THOMAS

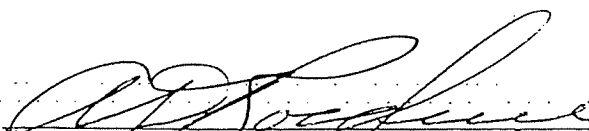

ARNOLD B. PEINADO, JR.


GEORGE A. PEINADO

THE STATE OF TEXAS)
 :
COUNTY OF EL PASO)

I, A D Roddever, a Notary Public,
do hereby certify that on this 1st day of July, 1980, personally
appeared before me RICHARD L. THOMAS, ARNOLD B. PEINADO, JR., and
GEORGE A. PEINADO, 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.


Notary Public in and for El Paso
County, Texas

My commission expires:

6-28-84



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION

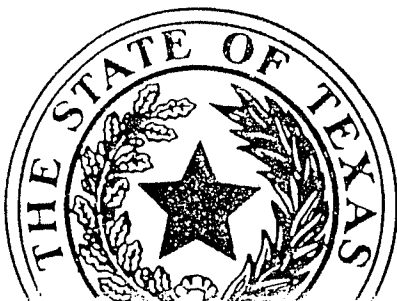
OF

SE WIND COUNTY COMMUNITY DEVELOPMENT ASSOCIATION, INC.
CHARTER NUMBER 124141

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE
CORPORATION, DULY SIGNED AND VERIFIED HAVE BEEN RECEIVED IN THIS
OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY
VIRTUE OF THE AUTHORITY VESTED IN HIM BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE
ARTICLES OF INCORPORATION.

DATED JULY 7, 1980




Secretary of State
DEW



STATE OF TEXAS
OFFICE OF THE SECRETARY OF STATE
AUSTIN, TEXAS 78711

GEORGE W. STRAKE, JR.
SECRETARY OF STATE

JULY 9, 1980

WILLIAM W. DIDLAKE, JR., DIRECTOR
CORPORATION DIVISION
STATE OF TEXAS

RE: CONGRESS COUNTY CLUB ESTATES HOMEOWNERS ASSOCIATION, INC.
CHAPTER NUMBER 524346-1

DEAR SIR:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES
OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST
WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT
CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY
ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE
OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS
ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC AC-
COUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH
DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,
GEORGE W. STRAKE, JR.
SECRETARY OF STATE

BY: WILLIAM W. DIDLAKE, JR.
DIRECTOR, CORPORATION DIVISION

A handwritten signature in dark ink, appearing to be "William W. Didlake, Jr.", written in a cursive style.