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FILED
In the Office of the
Secretary of State of Texas
NOV 01 1996
Corporations Section

ARTICLES OF INCORPORATION
OF

CACTUS POINTE HOMEOWNERS ASSOCIATION, INC.

I, the undersigned natural person of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as incorporator 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: CACTUS POINTE HOMEOWNERS ASSOCIATION, INC.

ARTICLE TWO: CACTUS POINTE HOMEOWNERS ASSOCIATION, INC. is a nonprofit corporation organized pursuant to the Texas Non-Profit Corporation Act.

ARTICLE THREE: The period of its duration is: PERPETUAL.

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

To own, manage, repair and operate the Common Areas of Cactus Addition, an addition to the City of El Paso, El Paso County, Texas according to the plat thereof on file in Volume 71, Page 51, Plat Records of El Paso County, Texas and as more particularly described in the Declaration of Covenants, Conditions and Restrictions for Cactus Pointe Addition filed of record On October 25, 1996, under Clerk's file number 96066850, Real Property of El Paso County, Texas Records (the "Declaration") and to exercise all powers of a non-profit corporation as set forth in the Texas Non-Profit Corporation Act, and to do all of the things necessary and proper to accomplish the purposes set out herein, and to administer and enforce the provisions of the Declaration.

ARTICLE FIVE: The address of its proposed registered office in Texas is 7007 Westwind Drive, El Paso, Texas 79912, and the name of its proposed registered agent in Texas at such address is John Cullers.

ARTICLE SIX: The number of Directors constituting the initial Board of Directors is one (1) and the name and address of the person who is to serve as the Director until the first annual meeting of the Board of Directors or until his successor(s) is elected and qualified, is:

John Cullers
7007 Westwind Drive
El Paso, Texas 79912

Dalton Caldwell
7007 Westwind Drive
El Paso, Texas 79912

J. Crawford Kerr
6070 Gateway E., Ste 102
El Paso, Texas 79905

ARTICLE SEVEN: The name and address of the incorporator is:

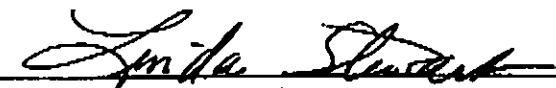
J. Crawford Kerr
6070 Gateway E., Ste 102
El Paso, Texas 79905

IN WITNESS WHEREOF, I have hereunto set my hand on this the 1st day of November, 1996.

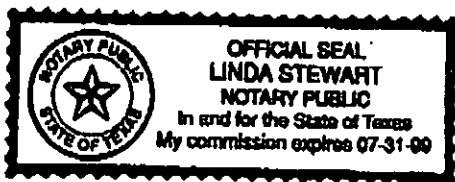


J. CRAWFORD KERR

SWORN TO AND SUBSCRIBED BEFORE ME on this the 1st day of November, 1996, by the above-named incorporator.



Notary Public in and for
The State of Texas



LETTER OF CONSENT


FOR PROPOSED CORPORATE NAME

Secretary of State of the
State of Texas
Statutory Filings Division
P. O. Box 13697
Austin, TX 78711-3697

Pursuant to the provisions of Article 2.05 of the Texas Business Corporation Act, you are hereby notified that the undersigned, Cactus Pointe, Ltd., whose address is 7007 Westwind Dr., El Paso, Texas 79912, consents to the use of the name, Cactus Pointe Homeowners Association, Inc., by that non profit entity.

CACTUS POINT LTD.

By **CACTUS POINTE TRUST**, General
Partner

By: 
John Cullers, Trustee

DATED: October 28, 1996