



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF RESTATED ARTICLES
OF INCORPORATION
OF

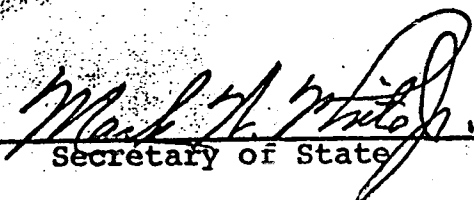
McKELLIGON PLACE ASSOCIATION

Charter No. 331233

The undersigned, as Secretary of State of the State of Texas, hereby certifies that duplicate originals of Restated Articles of Incorporation of the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, 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 Restated Articles of Incorporation and attaches hereto a duplicate original of the Restated Articles of Incorporation.

Dated October 22, 1974


Secretary of State



ARTICLES OF INCORPORATION
OF
MCKELLIGON PLACE ASSOCIATION

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 MCKELLIGON PLACE ASSOCIATION, 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 to be known as MCKELLIGON PLACE, and being a portion of Tract 4, Section 22, Block 81, Township 2, T & P Railway Surveys in El Paso County, Texas, as described in the Exhibit recorded in Book 473 at Page 955 of the Film Records of El Paso County, Texas, and to promote the health, safety and welfare of the residents within said MCKELLIGON PLACE 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 buyers, 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; or

(b) on October 1, 1978.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than 3 nor more than 7 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 are authorized to act in the capacity of directors until the first

meeting of the members are:

C. E. Wolf	4706 Alabama
T. M. Mayfield, III	4706 Alabama
Ellis O. Mayfield	525 Southwest Center

All addresses are in El Paso, Texas.

At the first annual meeting the members shall elect two or more directors to serve for a term of one year and the remaining director(s) to serve for a term of two years; and at each annual meeting thereafter, the members shall elect directors to fill the vacancies thus resulting to serve for a term of two years. Directors whose terms expire may be reelected.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 4706 Alabama, El Paso, Texas 79904, and the name of its initial registered agent at such address is T. M. Mayfield, III.

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 purpose.

ARTICLE X

AMENDMENTS

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

ARTICLE XI

INCORPORATORS

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

Ellis O. Mayfield	525 Southwest Center	El Paso, Texas	79901
Francis C. Broaddus, Jr.	525 Southwest Center	El Paso, Texas	79901
James B. McIntyre	525 Southwest Center	El Paso, Texas	79901

IN WITNESS WHEREOF, we have hereunto set our hands, this 20th day of September, 1973.

Ellis O. Mayfield

Ellis O. Mayfield

Francis C. Broaddus, Jr.

Francis C. Broaddus, Jr.

James B. McIntyre

James B. McIntyre

THE STATE OF TEXAS)
COUNTY OF EL PASO)

I, LAURA L. de VRIES, a Notary Public, do hereby certify that on his 20th day of September, 1973, personally appeared before me ELLIS O. MAYFIELD, FRANCIS C. BROADDUS, JR. and JAMES B. MCINTYRE, 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 herein contained are true.

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

Laura L. de Vries

Notary Public in and for
El Paso County, Texas

My commission expires:
June 1, 1975