

ARTICLES OF INCORPORATION  
OF  
PAGEWOOD TOWNHOUSES-PHASE I ASSOCIATION

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two (2) 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 I

The name of the corporation is PAGEWOOD TOWNHOUSES-PHASE I ASSOCIATION.

ARTICLE II

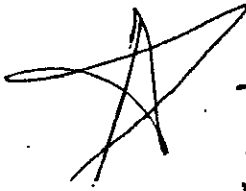
The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

Subject to Part IV of the Texas Miscellaneous Corporation Laws Act, the purposes for which the corporation is organized are:



To operate, manage, maintain and administer the affairs of Pagewood Townhouses-Phase I, a condominium project established pursuant to Article 1301a of the Texas Revised Civil Statutes and that certain Declaration and Master Deed dated July 31st 1973 filed for record in Volume 73/52, pages 1472 through 1512 of the Condominium Records of Dallas County, Texas (the "Declaration and Master Deed").

To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of the Pagewood Townhouses Phase I Condominium Project in accordance with the Declaration and Master Deed.

ARTICLE V

Each Co-Owner as that term is defined in the Declaration and Master Deed shall be a member of the corporation and no other person or entity shall be entitled to membership. No Co-Owner shall be required to pay any consideration whatsoever solely for his membership in the corporation.

The share of a Co-Owner in the funds and assets of the corporation cannot be assigned, pledged or transferred in any manner except as an appurtenance to his Townhouse in the Condominium Project.

Each Co-Owner shall be entitled to a vote, the value of which shall equal the total of the percentages allocated to the Townhouses owned by such Co-Owners as set forth in the Declaration and Master Deed.

No Co-Owner, other than the Developer, shall be entitled to vote at any meeting of the corporation until he has presented evidence of ownership of a Townhouse in the Condominium Project to the corporation. The vote of each Co-Owner may only be cast by such Co-Owner or by a proxy given by such Co-Owner to his or her spouse or to another Co-Owner or to his duly authorized representative. If title to a Townhouse shall be in the name of two or more persons as Co-Owners, any one of such Co-Owners may vote as the Co-Owner of the Townhouse at any meeting of the corporation and such vote shall be binding on such other Co-Owners who are not present at such meeting until written notice to the contrary has been received by the corporation in which case the unanimous action of all such Co-Owners (in person or by proxy) shall be required to cast their vote as Co-Owners. If two or more of such Co-Owners are present at any meeting of the corporation, then unanimous action shall also be required to cast their vote as Co-Owners.

A Co-Owner in default of any provisions of the Declaration and Master Deed shall not be entitled to vote at any meeting of the corporation so long as such default is in existence.

The terms "Co-Owner", "Townhouse", "Condominium Project" and "Developer", as used herein, shall have the same meaning as set forth in the Declaration and Master Deed.

#### ARTICLE VI

The street address of the initial registered office of the corporation is Suite 900, Two Turtle Creek Village, Dallas, Texas, 75219, and the name of the initial registered agent at such address is Charles G. Nickson.

#### ARTICLE VII

The number of directors of the corporation shall be fixed by the bylaws of the corporation but shall not be less than three (3). The number of directors constituting the initial board of directors of the corporation is three (3), and the

names and addresses of the persons who are to serve as the initial board of directors are:

<u>Name</u>	<u>Address</u>
Charles G. Nickson	Suite 900 Two Turtle Creek Village Dallas, Texas 75219
James R. Gitre	Suite 900 Two Turtle Creek Village Dallas, Texas 75219
Kenneth McWaters	Suite 900 Two Turtle Creek Village Dallas, Texas 75219

ARTICLE VIII

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Charles G. Nickson	Suite 900 Two Turtle Creek Village Dallas, Texas 75219
James R. Gitre	Suite 900 Two Turtle Creek Village Dallas, Texas 75219
Kenneth McWaters	Suite 900 Two Turtle Creek Village Dallas, Texas 75219

IN WITNESS WHEREOF, we have hereunto set our hands this  
36th day of July, 1973.

  
Charles G. Nickson

  
James R. Gitre

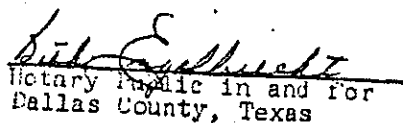
  
Kenneth McWaters

STATE OF TEXAS

COUNTY OF DALLAS

I, Sith Engelbrecht, a Notary Public, do hereby certify that on the 36th day of July, 1973, personally appeared before me CHARLES G. NICKSON, JAMES R. GITRE and KENNETH McWATERS, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and 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  
Dallas County, Texas