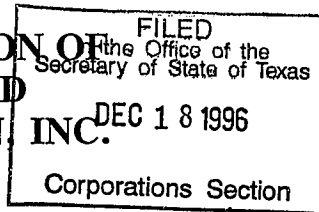


**ARTICLES OF INCORPORATION OF
ESTATES OF BRENTWOOD
HOMEOWNERS ASSOCIATION, INC.**



In compliance with the requirements of the laws of the State of Texas, I, Leon A. Whitney, the undersigned natural person over the age of eighteen (18), acting as incorporator, adopt the following Articles of Incorporation for the purpose of forming a corporation not for profit and do hereby certify:

**Article I
NAME**

The name of the corporation is Estates of Brentwood Homeowners Association, Inc., hereinafter called the "Association".

**Article II
PRINCIPAL OFFICE**

The principal office of the Association is located at 2105 Justin Lane, Suite 101, Austin, Texas 78757.

**Article III
REGISTERED AGENT**

Leon A. Whitney, whose address is 2105 Justin Lane, Suite 101, Austin, Texas 78757, is hereby appointed the initial registered agent of the Association.

**Article IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Areas within that certain tract of property described on Exhibit "A" attached hereto and made a part hereof, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and 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 Travis 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;

(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.

(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;

(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;

(e) Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. 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;

(f) Participate in mergers and consolidations with other nonprofit 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.

Article V NON-PROFIT CORPORATION

The corporation is organized for the transaction of 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 VI 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 VII VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant (as defined in the Declaration) and the builders constructing Units for sale in the property described in Exhibit "A", and shall be entitled to one (1) 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 and the builders constructing Units for sale in the property described in Exhibit "A", 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 one hundred (100) days after the conveyance of the Lot which causes the total votes outstanding in the Class B membership to be less than fifteen (15).

**Article VIII
BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Leon A. Whitney	2105 Justin Lane, Suite 101 Austin, Texas 78757
Kay Whitney	2105 Justin Lane, Suite 101 Austin, Texas 78757
Robert Gilfillan	10513 Grand Oak Circle Austin, Texas 78750

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect one (1) director for term of three (3) years.

**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 dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**Article X
DURATION**

The corporation shall exist perpetually.

**Article XI
AMENDMENTS**

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

**Article XII
LIABILITIES**

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one time shall not exceed \$12,000.00 while there is a Class B membership, and thereafter shall not exceed 150 percent of its income for the previous fiscal

**Article XIII
MERGERS AND CONSOLIDATIONS**

To the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

**Article XIV
AUTHORITY TO MORTGAGE**

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

**Article XV
AUTHORITY TO DEDICATE**

The Association shall have the power to dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.

**Article XVI
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the entire Class A Membership and three-fourths (3/4) of the entire Class B membership, if any. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

**Article XVII
MEETINGS FOR ACTION GOVERNED BY
ARTICLES XII THROUGH XVII**

In order to take action under Articles XII through XVI, there must be a duly held meeting. Written notice, setting forth the purposes of the meeting shall be given to all members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting. The presence of members or of proxies entitled to cast two-thirds (2/3) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be two-thirds (2/3) of the quorum requirement for such prior meeting.

**Article XVIII
ACTION WITHOUT A MEETING**

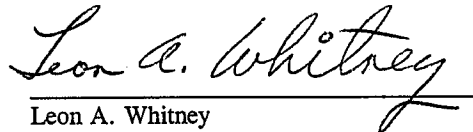
So long as the Board of Directors represents enough votes to approve any action set forth herein unilaterally, said action may be taken by the Board by a vote without holding a meeting of the members.

**Article XIX
INCORPORATOR**

The name and street address of the incorporator is:

Leon A. Whitney 2105 Justin Lane, Suite 101
Austin, Texas 78757

In witness whereof, for the purpose of forming this corporation under the laws of the State of Texas, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 18 day of December, 1996.




Leon A. Whitney

Acknowledgment

STATE OF TEXAS
COUNTY OF TRAVIS

This instrument was sworn to and acknowledged before me on the 18th day of December, 1996, by Leon A. Whitney.



Notary Public, State of Texas

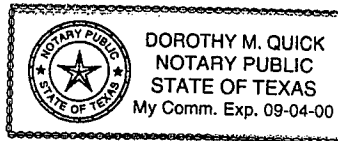


EXHIBIT "A"

PROPERTY

All of the Lots in Estates of Brentwood, a subdivision in Travis County, Texas, according to the map or plat thereof recorded in Volume 97, Pages 214-216, Plat Records of Travis County, Texas.



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

ESTATES OF BRENTWOOD HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01426249

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

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED DEC. 18, 1996

EFFECTIVE DEC. 18, 1996



A handwritten signature in black ink, appearing to read "Antonio O. Garza, Jr.", written over a horizontal line.

Antonio O. Garza, Jr., Secretary of State



The State of Texas

Secretary of State

DEC. 9, 1998

HARDER PROPERTIES INC.
3432 GREYSTONE DRIVE, SUITE 202
AUSTIN ,TX 78731

RE:
ESTATES OF BRENTWOOD HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01426249-01

THIS IS TO ADVISE YOU THAT THE ABOVE REFERENCED CORPORATION'S
REPORT REQUIRED BY ARTICLE 1396-9.01, TEXAS NON-PROFIT CORPORATION
ACT, HAS BEEN FILED IN THIS OFFICE, AND YOUR REMITTANCE OF \$5.00 HAS
BEEN APPLIED AS THE FILING FEE FOR SAME.

AS THE LAW DOES NOT PROVIDE FOR THE FURNISHING OF A CERTIFICATE
OF FILING, THIS LETTER MAY BE USED AS EVIDENCE OF SUCH FILING.

SINCERELY,

CORPORATIONS SECTION
STATUTORY FILINGS DIVISION



A handwritten signature in cursive script, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State



The State of Texas

Secretary of State

DEC. 19, 1996

LEON A WHITNEY
2105 JUSTIN LANE #101
AUSTIN ,TX 78757

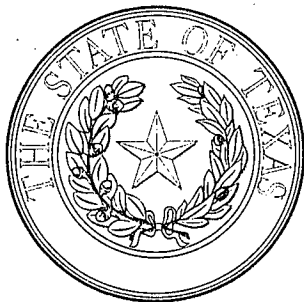
RE:
ESTATES OF BRENTWOOD HOMEOWNERS ASSOCIATION, INC.

CHARTER NUMBER 01426249-01

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 ACCOUNTS 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,

A handwritten signature in black ink, appearing to read "A. Garza, Jr.", written over a horizontal line.

Antonio O. Garza, Jr., Secretary of State