

FEB 15 1980

ARTICLES OF INCORPORATION
OF
THUNDERBIRD POINT OWNERS ASSOCIATION

We, the undersigned natural persons of the age of twenty-one years or more, each of whom is a citizen 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
THUNDERBIRD POINT OWNERS ASSOCIATION

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized are:

1. To maintain and operate a private club, not in fact open to the public, to be a social organization composed of members of good moral character, reputation and habits, to support and establish a club establishment with the power to acquire, own, operate, manage, lease, sell, convey and otherwise dispose of all property, real and personal, incident to such operations, including a recreational area for members.

2. To enter into such agreements, documents and things whatsoever as may be incidental or appropriate to carrying out the foregoing purposes.

3. To do everything, as determined by the By-Laws and by the Board of Directors of the corporation, authorized by the Texas Non-Profit Corporation Act, as now in force and as the same may be from time to time hereafter amended.

ARTICLE FIVE

The corporation is to have members.

ARTICLE SIX

The post office address of its initial registered office is 2400 L.T.V. Tower, Dallas, Texas 75201, and the name of its initial registered agent at such address is Charles E. Schram.

ARTICLE SEVEN

The number of directors of the corporation may be fixed by the by-laws, but shall not be less than three (3).

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 directors until the first annual meeting of the members or until their successors are elected and qualified are:

NAMES	ADDRESSES
CHARLES E. SCHRAM, Jr.	2400 L.T.V. Tower Dallas, Texas 75201
PAULINE D. SCHRAM	2400 L.T.V. Tower Dallas, Texas 75201
CHUCK SCHRAM, III	2400 L.T.V. Tower Dallas, Texas 75201

ARTICLE EIGHT

The names and addresses of the incorporators are:

NAMES	ADDRESSES
CHARLES E. SCHRAM, JR.	2400 L.T.V. Tower Dallas, Texas 75201
PAULINE D. SCHRAM	2400 L.T.V. Tower Dallas, Texas 75201
CHUCK SCHRAM, III	2400 L.T.V. Tower Dallas, Texas 75201


IN WITNESS WHEREOF, we have hereunto set our hands this the
12th. day of February, 1980.



Charles E. Schram, Jr.




Pauline D. Schram



Chuck Schram, III

SUBSCRIBED AND SWORN TO BEFORE ME on this the 12th day of
February, 1980.



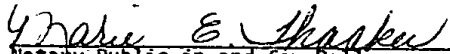
Notary Public in and for Dallas
County, Texas

THE STATE OF TEXAS

COUNTY OF DALLAS

BEFORE ME, the undersigned, a notary public in and for said County and State, on this day personally appeared Charles E. Schram, Jr., Pauline D. Schram, and Chuck Schram, III, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 12th day of February, 1980.


Notary Public in and for Dallas
County, Texas.