

FILED
In the Office of the
Secretary of State of Texas

APR 2 1997

Corporations Section

ARTICLES OF INCORPORATION

OF

WYNDHAM VILLAGE HOMEOWNERS ASSOCIATION, INC

In compliance with the requirements of Article 1396 of the Texas Non-Profit Corporation Act, the undersigned, all of whom are residents of the State of Texas and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify

ARTICLE I

The name of the corporation is WYNDHAM VILLAGE HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 6999E Precinct Line Road, North Richland Hills, Texas 76180.

ARTICLE III

Douglas H. Gilliland, whose address is 6999E Precinct Line Road, North Richland Hills, Texas 76180, 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 Properties within that certain tract of property described in 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 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 Tarrant 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 this 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 the 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; provided, however, the Common Properties cannot be mortgaged without the consent of at least two-thirds (2/3's) of the members including the Declarant (as such term is defined in the Declaration);

(e) dedicate, sell or transfer all or any part of the Common Properties 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 the members (including Declarant), 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 Properties, provided that, except as provided in the Declaration, any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owners 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 VI

VOTING RIGHTS

The Association shall have three (3) classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Class B Members and the Declarant, 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B members shall be any bona fide Owner who is engaged in the process of constructing a residential dwelling on any Lot for sale to consumers. Class B members shall be entitled to one (1) vote for each Lot owned by such Class B member. The Class B membership as to a particular Lot owned by a Class B member shall cease, and with respect to that particular Lot, the Class B member shall become a Class A member on the earlier to occur of:


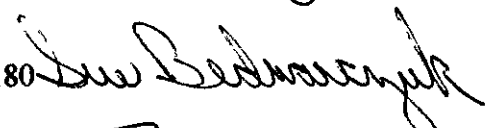
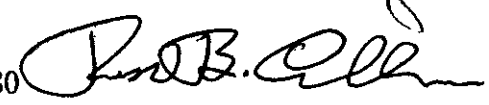
- (a) the date the Class B member has owned title to that particular Lot for more than one (1) year, or
- (b) the tenth (10th) anniversary of the date of the Declaration.

Class C. The Class C member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to six (6) votes for each Lot now or hereafter owned by the Declarant.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors of not less than one (1) nor more than six (6) 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 person(s) who are to act in the capacity of directors for the first three (3) years after the formation of this Association are.

<u>NAME</u>	<u>ADDRESS</u>	
Douglas H Gilliland	6999E Precinct Line Road North Richland Hills, Texas 76180	
Sue Bednarczuk	6999E Precinct Line Road North Richland Hills, Texas 76180	
Ross Calhoun	6999E Precinct Line Road North Richland Hills, Texas 76180	

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the voting 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 IX

DURATION

The Association shall exist perpetually

ARTICLE X

AMENDMENTS


Amendment of these Articles shall require the assent of sixty-six percent (66%) of the entire membership.

ARTICLE XI

This is a non-profit organization.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 10th day of March, 1997.

TRIWEST ENTERPRISES, INC
or Assigns



DOUGLAS H. GILLILAND
President / INCORPORATOR

STATE OF TEXAS

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COUNTY OF TARRANT

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The foregoing instrument was acknowledged before me on the 10th day of March, 1997, by DOUGLAS H GILLILAND

Angela Fagan
Notary Public, State of Texas

My Commission Expires

Printed Name of Notary

