

FILED
In the Office of the
Secretary of State of Texas
JAN 03 1997
Corporations Section

**ARTICLES OF INCORPORATION
OF
GLEN FOREST HOMEOWNER'S ASSOCIATION, INC.**

In compliance with the requirements of the Texas Non-Profit Corporation Act, the undersigned person(s), all of whom are residents of the State of Texas and all of whom are of full age, acting as incorporators of a corporation, sign and acknowledge the following Articles of Incorporation for such corporation.

Any terms not herein defined shall have the meaning attributable thereto in the Restrictions as set forth in the Declaration of Covenants for GLEN FOREST-PHASE I, an addition to the city of Keller, Tarrant County, Texas, according to the plat recorded in cabinet A, slide 722; and the Declaration of Covenants for GLEN FOREST-PHASE II and III, an addition to the city of Keller, Tarrant County, Texas, according to the plat recorded in cabinet A, slide 1968.

ARTICLE I

The name of the corporation is GLEN FOREST HOMEOWNER'S ASSOCIATION, INC., hereafter called the "Association". This corporation is a non-profit corporation.

ARTICLE II

The principal and initial registered office of the Association is located at 1621 Village Trail, Keller, Texas 76248.

ARTICLE III

Dean Baxter is hereby appointed the initial registered agent of this Association.

**ARTICLE IV
PURPOSE POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and no part of the Association's net earnings shall inure to the benefit of any member or private individual. The specific purposes for which it is formed are to provide for maintenance and preservation of the entrance structure, landscaping and walls, along the tract of all property described as GLEN FOREST-PHASE I and GLEN FOREST-PHASE II and III, each being, an Addition to the city of Keller, Tarrant County, Texas, and to promote good fellowship, neighborliness, health, safety and welfare of the residents within the above described property, and for this purpose to;

(a) Exercise all the powers and privileges and to perform all of the duties and obligations of the Association, as set forth in that certain Dedication and Restrictions or Restrictions on subsequent Phases of said Addition, hereinafter called the "Restrictions", applicable to all property, and recorded in the office of the Clerk and Recorder of Tarrant County, Texas, in volume 12399, page 0204, and as the same may be amended from time to time as therein provided, said Restrictions 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 Restrictions; 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 dispense of real or personal property in connection with the affairs of the Association;

(d) Borrow money, with the assent (by vote) of seventy percent (70%) of the voting members, mortgage, pledge, encumber by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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;

(f) Notwithstanding anything seemingly to the contrary herein, the Association shall have no power to modify, abridge or invalidate the homestead rights of any Owner of any Lot created under the Texas constitution, Article XVI, Section 51 and the Texas Property Code, Section 41.001, 41.002.

ARTICLE V MEMBERSHIP

(a) 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 forgoing is not intended to include persons or entities who hold interest merely as security for the performance of an obligation. Lot owners with full membership privileges, including voting rights, are those individuals with the intent to build and reside in Glen Forest. Professional builders and developers, including the original developer, shall be required to pay a portion of the lawncare costs for the landscape easement, but they shall not be entitled to voting privileges. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

(b) From time to time, the Board may allow persons who are not Owners of Lot(s) to

participate as an associate member in the Association. The holder of associate memberships shall not be entitled to vote in any of the affairs of the Association but may be obligated to the assessment provisions of the Dedication and Restrictions in accordance with the laws of the State of Texas. Associate membership shall be made available only to persons who are not eligible as members of the Association, but who have a direct interest in the affairs of the Association, including, but not limited to, leasees of Lot Owners who are members of the Association. Associate Members shall have the right to participate socially in functions of the Association and to enjoy the benefits of the accomplishments of the Associations, but shall have no right to participate in the governance of the affairs of the Association.

ARTICLE VI VOTING RIGHTS

The Association shall have only one class of voting members and that class shall be the owner of record. Members shall be entitled to one vote for each lot owned. Any member delinquent in annual or special assessments is not entitled to vote until all assessments and penalties are paid in full. 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.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3), not more than five (5), Directors, who shall be members of the Association. Subject to the above

limitations, the number of directors and their terms of office may be changed by amendment of the Bylaws of the Association. The initial Board shall be set forth in the Bylaws.

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Dean Baxter, President
1621 Village Trail
Keller, Texas 76248

Elizabeth Scheib, Secretary
1029 Hardwick Trail
Keller, Texas 76248

Robin Tragesser, Treasurer
1508 Stanton Court
Keller, Texas 76248

ARTICLE VIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy percent (70%) of the voting members. Upon dissolution of the Association, other than incident of a merger or consolidation, the assets of the Association shall be distributed in equal shares to the members of the Association who are current in all dues and assessments, which are subject by covenant of record, to assessment by the Association on the basis of one share per Lot.

ARTICLE IX AMENDMENTS

Amendments of these Articles shall require the assent of seventy percent (70%) of the voting membership.

**ARTICLE X
DURATION**

The corporation (Association) shall exist perpetually.

**ARTICLE XI
INCORPORATOR**

Names and Addresses of the Incorporators are as follows:

Dean Baxter, President
1621 Village Trail
Keller, Texas 76248

Elizabeth Scheib, Secretary
1029 Hardwick Trail
Keller, Texas 76248

Robin Tragesser, Treasurer
1508 Stanton Court
Keller, Texas 76248

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, the undersigned incorporators of this Association have executed these Articles of Incorporation this 26th day of September, 1996.


DEAN BAXTER, President

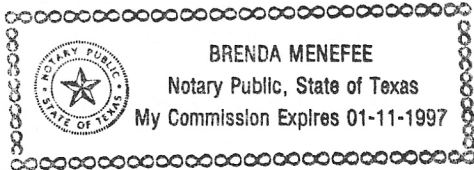

ELIZABETH SCHEIB, Secretary


ROBIN TRAGESSE, Treasurer

THE STATE OF TEXAS }
 }
COUNTY OF TARRANT }

BEFORE ME, the undersigned Notary Public in and for said County and State, on this day personally appeared DEAN BAXTER, President of Glen Forest Homeowner's Association, Inc., who being duly sworn, on oath, states that he is an incorporator of the above non-profit corporation; that the statements contained in the Articles are within his knowledge true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME, Notary Public, on this 26th day of September, 1996, to certify which witness my hand and seal of office.



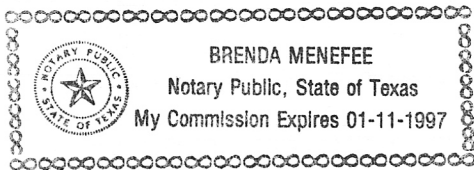
Brenda Menefee

Notary Public, State of Texas

THE STATE OF TEXAS }
 }
COUNTY OF TARRANT }

BEFORE ME, the undersigned Notary Public in and for said County and State, on this day personally appeared ELIZABETH SCHEIB, Secretary of Glen Forest Homeowner's Association, who being duly sworn, on oath, states that she is an incorporator of the above non-profit corporation; that the statements contained in the Articles are within her knowledge true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME, Notary Public, on this 26th day of September, 1996, to certify which witness my hand and seal of office.



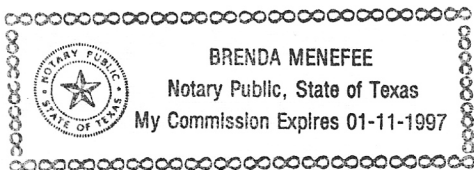
Brenda Menefee

Notary Public, State of Texas

THE STATE OF TEXAS }
 }
COUNTY OF TARRANT }

BEFORE ME, the undersigned Notary Public in and for said County and State, on this day personally appeared ROBIN TRAGESSE, Treasurer of Glen Forest Homeowner's Association, who being duly sworn, on oath, states that she is an incorporator of the above non-profit corporation; that the statements contained in the Articles are within her knowledge true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME, Notary Public, on this 26th day of September, 1996, to certify which witness my hand and seal of office.



Brenda Menefee

Notary Public, State of Texas