



The State of Texas

Secretary of State

SEP. 21, 2000

BILLY H. DAVIS, JR.
801 WASHINGTON AVE. 7TH FLOOR
WACO, TX 76701

RE:
RANCHCREST HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01598388-01

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 cursive script, reading "Elton Bomer".

Elton Bomer, Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION

OF

RANCHCREST HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01598388

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 SEP. 18, 2000

EFFECTIVE SEP. 18, 2000



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

**ARTICLES OF INCORPORATION
OF
RANCHCREST HOMEOWNERS ASSOCIATION, INC.,
A Texas Non-Profit Corporation**

FILED
In the Office of the
Secretary of State of Texas
SEP 18 2000
Corporations Section

The undersigned natural person, who is a citizen of the State of Texas, and who is the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such non-profit corporation:

ARTICLE ONE

NAME

The name of the corporation is RANCHCREST HOMEOWNERS ASSOCIATION, INC.

ARTICLE TWO

NON-PROFIT CORPORATION

The corporation is a non-profit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES

The purposes for which the corporation is organized are:

- A. Specifically and primarily to provide an organization consisting of the owners of the subdivided lots out of the Ranchcrest Addition, to the McLennan, Texas, in order to provide for the management, maintenance, preservation and control of the Ranchcrest Addition, as such is more particularly described in the plats for the Ranchcrest Addition which are recorded in the Official Public Records of McLennan County, Texas, in the office of the County Clerk of McLennan County, Texas.
- B. Generally:

1. To promote the health, safety and welfare of the lot owners of Ranchcrest Addition;
2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the association as set forth in the Declaration of Covenants and Restrictions for Ranchcrest Addition;
3. To fix, levy, collect and enforce payment of the charges or assessments as set forth in the Declaration of Covenants and Restrictions for Ranchcrest Addition; to pay all expenses in connection therewith and all office and other expenses incidental 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;
4. To acquire (by gift, purchase or otherwise), own, hold, improve, build on, 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;
5. To borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
6. To have and 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;
7. To act in the capacity of principal, agent, joint venturer, partner or otherwise.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2040 Bear Creek Crossing, McGregor, Texas 76657, and the name of the its initial registered agent at such address is Walter D. Keeler.

ARTICLE SIX

BOARD OF DIRECTORS

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 Directors are:

Name

Address

Billy H. Davis

2409 Wooded Acres
Waco, Texas 76710

W. H. Beazley, Jr.

4 Hidden Creek Road
McGregor, Texas 76657

Walter D. Keeler

2040 Bear Creek Crossing
McGregor, Texas 76657

ARTICLE SEVEN

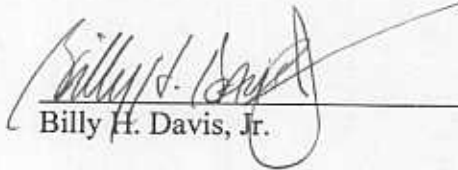
INCORPORATOR

The name and street address of the incorporator is:

Billy H. Davis, Jr.

801 Washington Avenue, Seventh Floor
Waco, Texas 76701-1291

IN WITNESS WHEREOF, I have hereunto set my hand, this 13th day of September,
2000.



Billy H. Davis, Jr.