RRR-CH

The State of Texas

Secretary of State

APR. 22, 1996

RANDY QUALLS
1717 MAIN STREET
STREETMAN ,TX 75859

RE:
RUSTLING OAKS ESTATES PROPERTY OWNERS ASSOCIATION, INC.
CHARTER NUMBER 01397484-01

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,

Antonio O. Garza, Jr., Secretary of State

RRR-CH

The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

RUSTLING OAKS ESTATES PROPERTY OWNERS ASSOCIATION, INC.
CHARTER NUMBER 01397484

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 APR. 18, 1996

EFFECTIVE APR. 18, 1996

Antonio O. Garza, Jr., Secretary of State

FILED
in the Office of the
Secretary of State of Texas

APR 1 8 1996

CORPORATIONS SECTION

ARTICLES OF INCORPORATION
OF
RUSTLING OAKS ESTATES PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE ONE

The name of the corporation is RUSTLING OAKS ESTATES PROPERTY OWNERS ASSOCIATION, INC.

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 obtain, manage, construct and maintain the property in or of a residential real estate development known as Rustling Oaks Estates (hereafter referred to as "subdivision").

2. To protect the owners of lots in subdivision against such improper use of lots as will depreciate the value of their property.

3. To preserve so far as practicable, the natural beauty of said property.

4. To guard against the erection thereon of poorly designed or proportioned structures built of improper or unsuitable materials.

5. To obtain harmonious architectural schemes.

6. To insure the highest and best development of said property.

7. To encourage and secure the erection of attractive homes with appropriate locations thereof on lots.

8. To secure and maintain proper setbacks from streets and adequate free spaces between structures.

9. To provide adequately for a high type of quality of improvements on said property and thereby to enhance the value of investments made by purchasers of lots therein.

10. To expend assessment charges for expenses incurred in the maintenance and operation of the properties and facilities of the subdivision or for community improvement thereof, including but not limited to the construction and reconstruction, improvement and maintenance of roads, parks and other improvements.

ARTICLE FIVE

The street address of its initial registered office is 1717 Main Street, Streetman, Texas, 75859, and the name of its initial registered agent at such address is Randy Qualls.

ARTICLE SIX

The number of Directors constituting the initial Board of Directors is nine and the names and addresses of the persons who are to serve as Directors as provided by the By-Laws of the Corporation are:

Name	Address
Randy Qualls	14014 Whatley Dr., Streetman, TX 75859
Jim Marrs	10 Rustling Oaks, Streetman, TX 75859
Johnnie Summers	1443 Irene Ave., Lancaster, TX 75134
Mike Walling	3073 Green Hill Dr., Plano, TX 75093

Barry Cohen Name	13030 Rudy's Way, Streetman, TX 75859 Address
Shirley Dilleshaw Name	12 Rustling Oaks, Streetman, TX 75859 Address
Clint Walstad Name	7301 Cedar Ct., Colleyville, TX 76034 Address
Don L. Parsons Name	13010 Rudy's Way, Streetman, TX 75859 Address
Bob Byers Name	124 N. Crestwood, DeSoto, TX 75115 Address

ARTICLE SEVEN

Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or otherwise known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. No director shall be liable to account to the Corporation for any profits realized by or from or through any such contract or other transaction by reason of interest therein when such contract or other transaction has been authorized or ratified in accordance with the foregoing. This Article Seven shall not be construed to invalidate any contract or transaction which would otherwise be valid in the absence of this provision.

ARTICLE EIGHT

A director of the Corporation is not liable to the Corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this shall not be construed to eliminate or limit the liability of a director for:

1. A breach of the Directors duty of loyalty to the Corporation or its shareholders or members.

2. An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law.

3. A transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office.

4. An act or omission for which the liability of a director is expressly provided for by statute.

ARTICLE NINE

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the Texas Non-Profit Corporation Act, now or as hereafter amended, or any other applicable laws as may from time to time be in effect. In addition, the Corporation shall pay expenses incurred by such persons in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding, where the requirements imposed by the Texas Non-Profit Corporation Act, now or as hereafter amended, are met. The Corporation's obligation to indemnify and to prepay expenses under this Article Nine shall arise, and all rights granted to the directors, officers, employees or agents hereunder, shall vest, at the time of the occurrence of the transaction or event to which action, suit or proceeding relates, or at the time that the action or conduct to which such action, suit or proceeding related was first taken or engaged in (or omitted to be taken or engaged in), regardless of when such action, suit or proceeding is first threatened, commenced or completed. Notwithstanding any other provision of these Articles of Incorporation of the Corporation, no action taken by the Corporation, either by amendment of the Articles of Incorporation of the Corporation or otherwise, shall diminish or adversely affect any rights to indemnification or prepayment of expenses granted under this Article Nine which shall become vested as aforesaid prior to the date that such amendment or other corporate action is taken. Further, if any provision of this Article Nine which shall have become vested as aforesaid prior to the date that such amendment or other corporate action is taken. Further, if any provision of this Article Nine shall be held to be invalid or unenforceable, the validity and enforceability of the remaining provisions shall not in any way be affected or impaired.

ARTICLE TEN

Directors shall be elected by Majority vote (1 vote per registered lot owner, regardless of number of lots).

ARTICLE ELEVEN

The members of the corporation shall mean the membership of the corporation and shall be composed of such persons owning property in the real estate development known as Rustling Oaks Estates, and herein referred to as subdivision.

ARTICLE TWELVE

If for any reason the corporation shall be abandoned, discontinued, or cease to exist as a legal entity and its charter shall expire or be terminated, the title to all its property both real and personal shall be vested and be the property of the subdivision, or to an organization qualified under Section 501(c)(3) of the Internal Revenue Code of the United States.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE THIRTEEN

INCORPORATOR

The name and address of the incorporator is Randy Qualls, 14014 Whatley Drive, Streetman, Texas 75859

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 16 day of April, 1996.

RANDY QUALLS