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FILED
In the Office of the
Secretary of State of Texas
JUL 02 1985

ARTICLES OF INCORPORATION
OF
LAKE LIVINGSTON VILLAGE IMPROVEMENT
ASSOCIATION, INC.

Clark B
Corporations Section

We, the undersigned natural persons, all of whom are citizens of the State of Texas, and who are of the age of eighteen (18) years or more, 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 LAKE LIVINGSTON VILLAGE IMPROVEMENT 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 this corporation is formed are:

(1) The general purposes and powers are the maintenance and improvement of all of the facilities.

(2) Notwithstanding any of the above statement of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 321 West Church, Livingston, Texas 77331, and the name of its initial registered agent at such address is Dale Fox.

EXHIBIT "B"

ARTICLE SIX

The number of Directors constituting the initial board of Directors is nine (9), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:


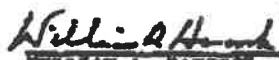

- William A. Hancock 405 Degwood Livingston, TX 77351
- Dale Fox 321 West Church Livingston, TX 77351
- Mike Hancock P. O. Box 398 Livingston, TX 77351
- David Hancock P. O. Box 398 Livingston, TX 77351
- Margaret Hancock 405 Degwood Livingston, TX 77351
- Phyllis Fox 321 West Church Livingston, TX 77351
- Jinny Dale Fox 321 West Church Livingston, TX 77351
- Marry Stewart 321 West Church Livingston, TX 77351
- Mary Joe Howard 321 West Church Livingston, TX 77351

ARTICLE SEVEN

The names and addresses of the incorporators are:

- | | | |
|---|---|---|
| Mike Hancock
P. O. Box 398
Livingston, TX 77351 | William A. Hancock
405 Degwood
Livingston, TX 77351 | Dale Fox
321 West Church
Livingston, TX 77351 |
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IN WITNESS WHEREOF, we have hereunto set our hands, this the 27th day of June, 1985.

 MIKE HANCOCK	 WILLIAM A. HANCOCK	 DALE FOX
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STATE OF TEXAS I
COUNTY OF POLK I

I, Mary Joe Howard, a notary public, do hereby certify that on this 27th day of June, 1985, personally appeared before me Mike Hancock, William A. Hancock and Dale Fox, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.


Notary Public in and for
State of Texas

1985 JUN 27
Notary Public
My Co. No.