

I. ARTICLES OF INCORPORATION

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OF

HIGHLAND SHORES OWNERS ASSOCIATION, INC.

We, the undersigned natural persons, at least two (2) 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 I

The name of the corporation is Highland Shores Owners Association, Inc.

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the Corporation is organized are to act as agent for the property owners of Highland Shores, a development in the City of Highland Village, Denton County, Texas, established pursuant to that certain Declaration of Covenants, Conditions and Restrictions dated January 25, 1984, filed for record in Volume 1330, Page 46 et seq. of the Deed Records of Denton County, Texas (the "Declaration") and for any and all other property which is accepted by this Corporation for similar purposes, those purposes being as follows:

a. To exercise all of the power and privileges and perform all of the duties and obligations of the corporation as set forth in the Declaration;

b. To affix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; and, as agent, pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this corporation including all licenses, taxes or governmental charges levied or

imposed against the property of this corporation and to make disbursements, expenditures and payments on behalf of the said property owners as required by the Declaration and the By-Laws of the corporation; and to hold as agent for said property owners reserves for periodic repairs and capital improvements to be made as directed by the property owners acting through the Board of Directors of the corporation;

c. To acquire by gift, purchase or otherwise, to own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or to otherwise dispose of real or personal property in connection with the affairs of this corporation subject to the limitations set forth in the Declaration;

d. To borrow money, to mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred subject to the limitations set forth in the Declaration;

e. To provide general sanitation and cleanliness of Common Areas;

f. To provide upkeep and maintenance of Common Areas and of building exteriors as provided in the Declaration;

g. To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of the Association in accordance with the Declaration;

h. To have and to exercise any and all powers, rights and privileges a corporation organized under the Non-Profit Corporation Law of the State of Texas, may now or hereafter exercise.

ARTICLE V

The street address of the initial registered office of the Corporation is 2300 One Main Place, Dallas; Dallas County, Texas 75250 and the name of the initial registered agent at such address is Fairfield P. Day, Jr.

ARTICLE VI

The number of directors constituting the initial board of directors is three (3), and the names and addresses of the persons who are to serve as the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Keith Thomas	340 Oak Forest Dr. Highland Village, Texas 75067
Douglas S. Bryan	1200 One Main Place Dallas, Texas 75250 Attention: Ed Walts
Frank Valeri	1200 One Main Place Dallas, Texas 75250 Attention: Ed Walts

ARTICLE VII

The name and address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Fairfield P. Day, Jr.	P. O. Box 900 Dallas, Texas 75221
Robert Keith Thomas	340 Oak Forest Drive Highland Village, Texas 75067
W. Edward Walts II	1200 One Main Place Dallas, Texas 75250

ARTICLE VIII

The corporation is a non-profit corporation, without capital stock, organized solely for the purposes specified in Article IV; and no part of its property, whether income or principal, shall ever inure to the benefit of any Director, officer or employee of the corporation, or of any individual having a personal or private interest in the activities of the corporation nor shall any such Director, officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the corporation except a reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out one (1) or more of its stated purposes.

ARTICLE IX

Membership in Corporation shall be determined as set forth in the Bylaws of the Corporation from time to time.

IN WITNESS WHEREOF, we have hereunto set our hands
this 2nd day of February, 1984.

Fairfield P. Day, Jr.
Fairfield P. Day, Jr.

Robert Keith Thomas
Robert Keith Thomas

W. Edward Walts II
W. Edward Walts II

THE STATE OF TEXAS)
COUNTY OF DALLAS)

I, the undersigned notary public, do hereby
certify that on this 2nd day of February,
1984, personally appeared before me Fairfield P. Day, Jr.,
Robert Keith Thomas, and W. Edward Walts II who, each being
by me duly sworn, severally declared that they are the
persons who signed the foregoing document as incorporators
and the statements therein contained are true.

John D. Anderson
Notary Public, In and For
Said County and State

My Commission Expires:

2-26-85